MARVEL SUPER HEROES

SECRET WARS

MARVEL SUPER HEROES SECRET WARS

OMNIBUS

COLLECTING

MARVEL SUPER HEROES SECRET WARS NOS. 1-12,

THOR NO. 383, SHE-HULK NO. 10 AND WHAT IF...? NOS. 4 & 114

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INTRODUCTION

by Tom DeFalco

In a very ironic and wonderful way, our Dreaded Competiton is really responsible for this book. You see, they're the ones who, quite unintentionally, started the chain of events that eventually led to the creation of *Marvel Super Heroes Secret Wars*.

Boys' action figures were making a resurgence in the early 1980s. Toy lines like G.I. Joe and Masters of the Universe were becoming very, very popular. It was only a matter of time before some marketing genius made the connection between action figures and super heroes.

Unfortunately, when the time finally came, this supposed "big brain" went to the competition instead of us. (Which just gives you a general idea of the level of intelligence needed for such a position!)

Anyway, the resulting toy line was a major success!

Guess what? Another marketing genius at another toy company noticed this success. He came to us.

Of course, the toy company wanted to use only our major heroes and villains in their toy line. They also wanted an editorial concept that could tie them all together.

We supplied that idea by creating the first company-wide crossover in the history of comics. Sure, heroes had been forming teams from the days of the original Justice Society of America and All-Winners Squad to the relatively recent appearance of the New Warriors, but we had never before seen so many gathered together in a story that spread out to cover so many diverse titles.

Ultimately, *Secret Wars* did not prove to be a very successful toy line as such things are judged. But it was one of the best-selling comic book series of all time! It also inspired a host of imitators. Some of these crossovers have received loud praise. Others only generated disapproval. However, it's safe to say that the comic book industry has never been quite the same since *Secret Wars*.

And we owe it all to the Dreaded Competition for licensing their characters to that first toy company.

Thanks!

Tom DeFalco
July 1992

PROLOGUE

The War to End All Wars!

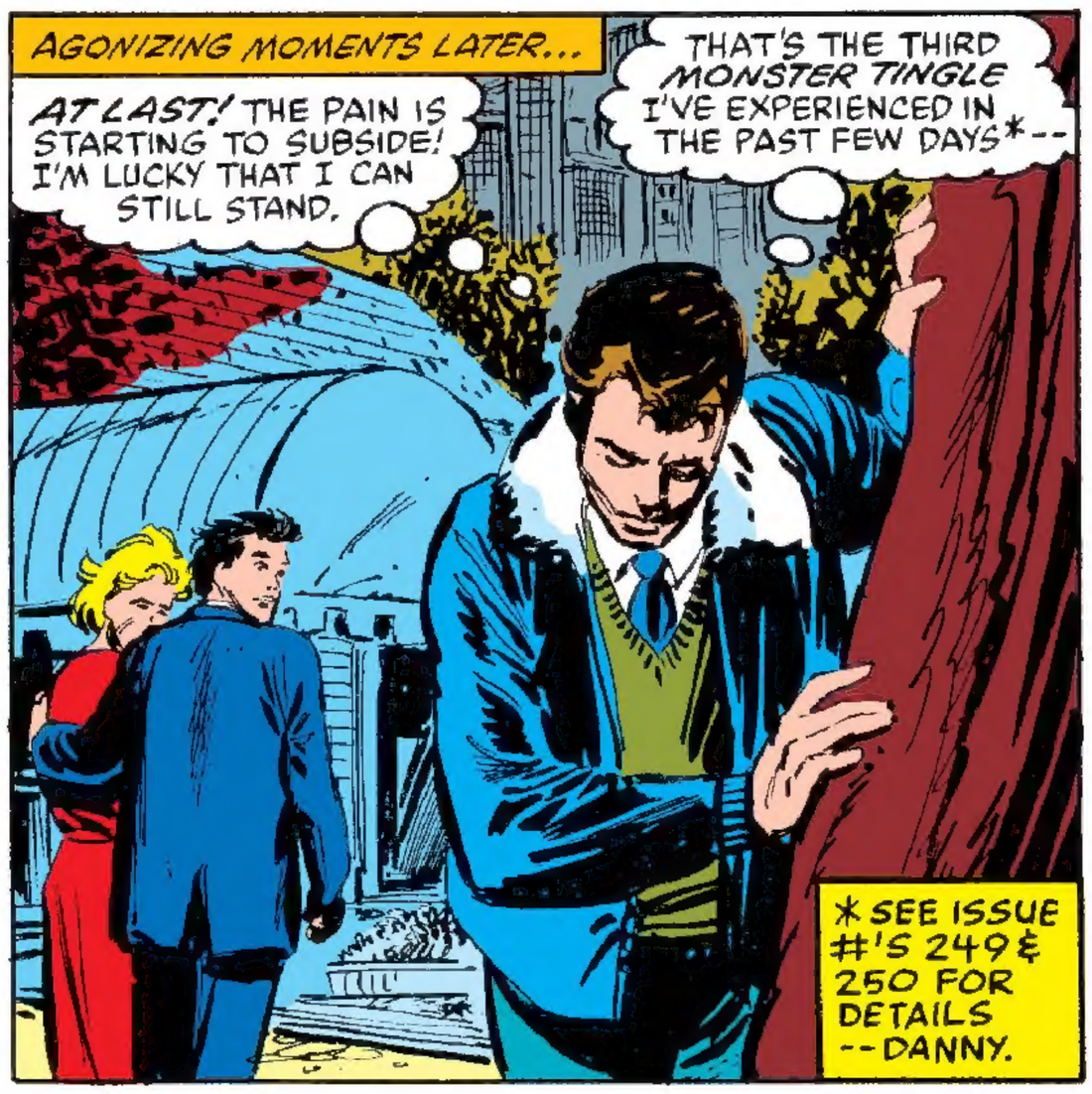
It was the biggest crossover in the history of the Marvel Universe!

It was *Secret Wars*, the ultimate utilization of the shared universe created in the 1960s by Stan Lee, Jack Kirby and Steve Ditko. It broke sales records across the board, becoming the best-selling comic book series in 25 years! *Secret Wars* not only proved comics could attain great sales figures, but also featured every major Marvel super hero as well as a fighting mad horde of villains, and put just about all of them through some major changes. The stakes of their battle: the fate of the universe!

But perhaps the most far-reaching aspect of *Secret Wars* is that it led to the idea of an annual teaming up of all the Marvel heroes, crossing over into each other's mags, and mixing it up with some cosmic entity. This is an idea that continues today, growing seemingly more popular every year.

Not all the Marvel heroes got to participate in *Secret Wars*, though. Only the biggest and the best were chosen by the Beyonder to participate in his twisted game. Those who were summoned found out about it well in advance as the Beyonder sent mental summonses to his chosen champions. Spider-Man began receiving painful explosions of his spider-sense. Professor X of the X-Men sensed an extraterrestrial being trying to contact him. The instruments of the Fantastic Four and the Avengers registered the presence of…something…out there.

On the next few pages, we present scenes from the various comics where the Beyonder sent out his mental summonses. These were the ones that would draw all the chosen heroes into a huge teleportation device in Central Park, which, once they were all inside, should bring the unsuspecting heroes to Battleworld. Let's begin with this scene from *Amazing Spider-Man #251*…



--BUT THIS TIME I'VE MANAGED TO PINPOINT THE SOURCE OF THE TROUBLE!

IT'S COMING FROM SOMEWHERE WITHIN *CENTRAL PARK!*

THIS PLACE LOOKS SECLUDED ENOUGH FOR ME TO CHANGE!

I'M STILL A BIT BRUISED FROM MY TUSSLE WITH THE HOBGOBLIN-- BUT I CAN'T WORRY ABOUT THAT NOW!

WHATEVER'S CAUSING THESE FLASHES MUST BE REAL WEIRD... AND REAL *DANGEROUS!*

I'VE JUST GOT TO INVESTIGATE IT!

HOPE MY CLOTHES ARE SAFE HERE! THAT JACKET IS PRACTICALLY BRAND NEW! OH, WELL...

IT'S WEB-SWINGING TIME!

BOUNDING FROM TREE TO TREE WITH INCREDIBLE GRACE AND AGILITY, THE AMAZING SPIDER-MAN MOVES EVER-DEEPER INTO THE PARK...

UNLESS MY SENSES ARE DECEIVING ME, MY QUARRY SHOULD BE JUST BEYOND THIS CLUMP OF TREES!

AND THEN, ONE FRANTIC MOMENT LATER...

OMIGOSH!

THIS CAN'T BE REAL!

WHAT *IS* IT?!

LOOKS LIKE SOME SORT OF FUTURISTIC VERSION OF STONEHENGE--

--BUT WHAT'S IT DOING *HERE*--IN THE CENTER OF THE SHEEP MEADOW?!

WHERE DID IT COME FROM-- AND WHAT COULD ITS PURPOSE BE?!

I WISH I COULD SEE A CAMERA CREW, OR SOME SIGNS TO INDICATE THAT THIS IS JUST ANOTHER MOVIE SET FOR THE NEXT GEORGE LUCAS EXTRAVAGANZA-- BUT I DON'T THINK I WILL!

÷WHEW÷ I'VE NEVER FELT SUCH AN UNBELIEVABLE SENSE OF FOREBODING! EVERY INSTINCT I HAVE IS SCREAMING FOR ME TO RUN AND HIDE-- BUT *I CAN'T!*

I'VE GOT TO LEARN ITS SECRET! IT'S ALMOST LIKE I DIDN'T HAVE ANY CHOICE!

SOMETHING WITHIN ME IS URGING ME FORWARD-- FORCING ME TO ENTER!

C-CAN'T STOP MYSELFFFFF÷

AN AWESOME DISPLAY OF BRILLIANCE, AND HE IS GONE--

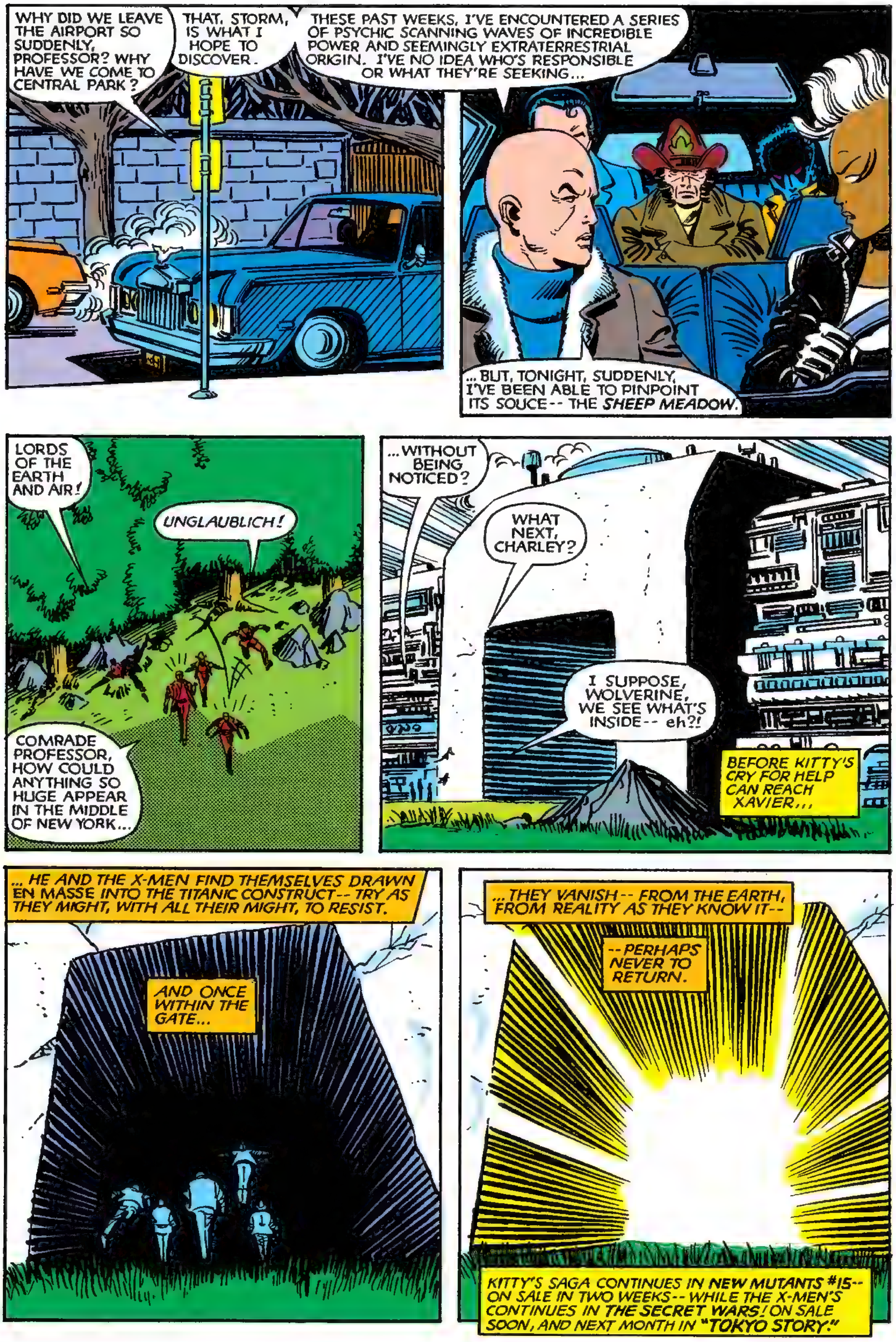
--TRANSPORTED TO A GALAXY FAR BEHIND OUR PETTY LITTLE UNIVERSE!

FOR THE AMAZING SPIDER-MAN, THE GREATEST, MOST INCREDIBLE ADVENTURE OF ALL TIME HAS JUST BEGUN...

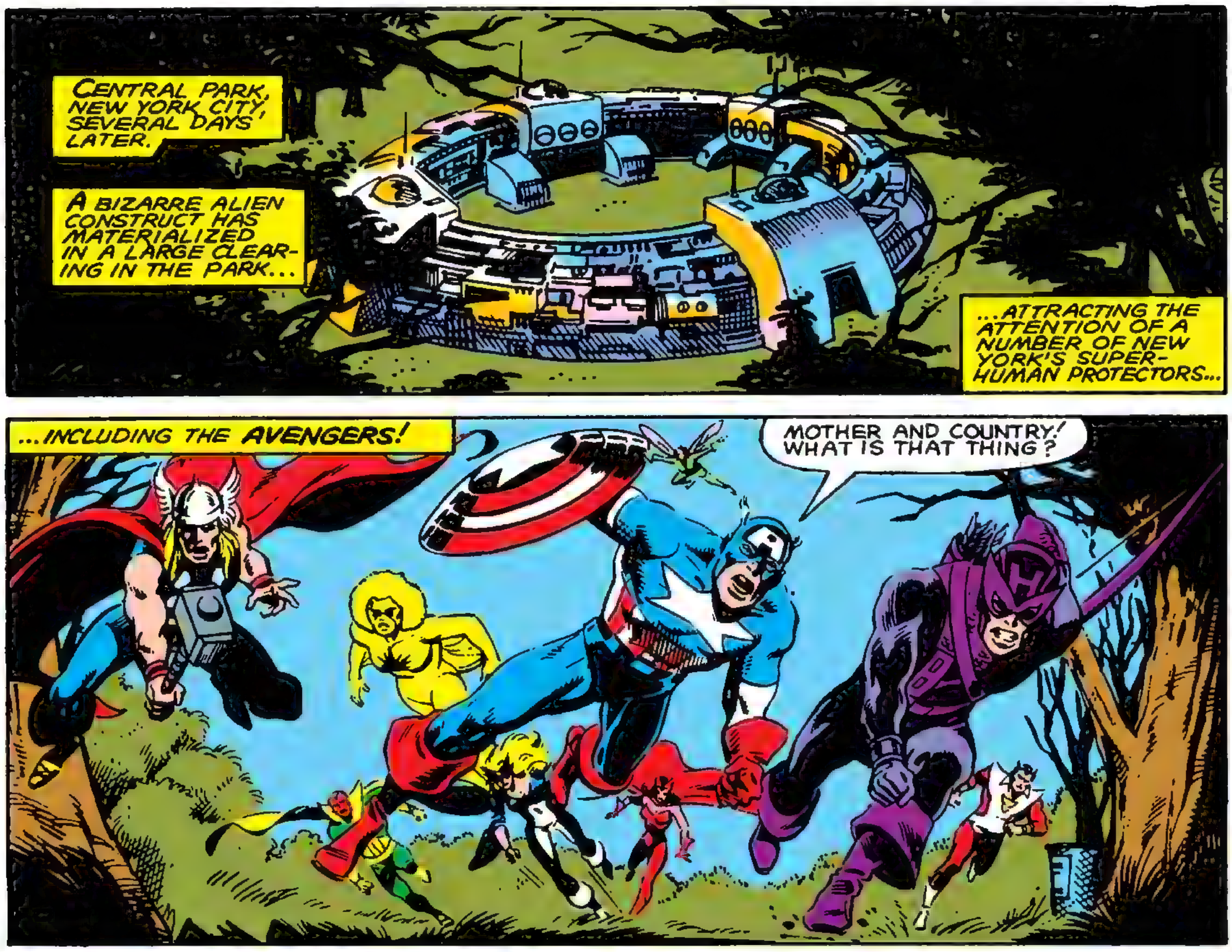
...AND HIS LIFE WILL NEVER BE THE SAME AGAIN!

TO BE CONTINUED IN **MARVEL SUPER HEROES SECRET WARS #1**

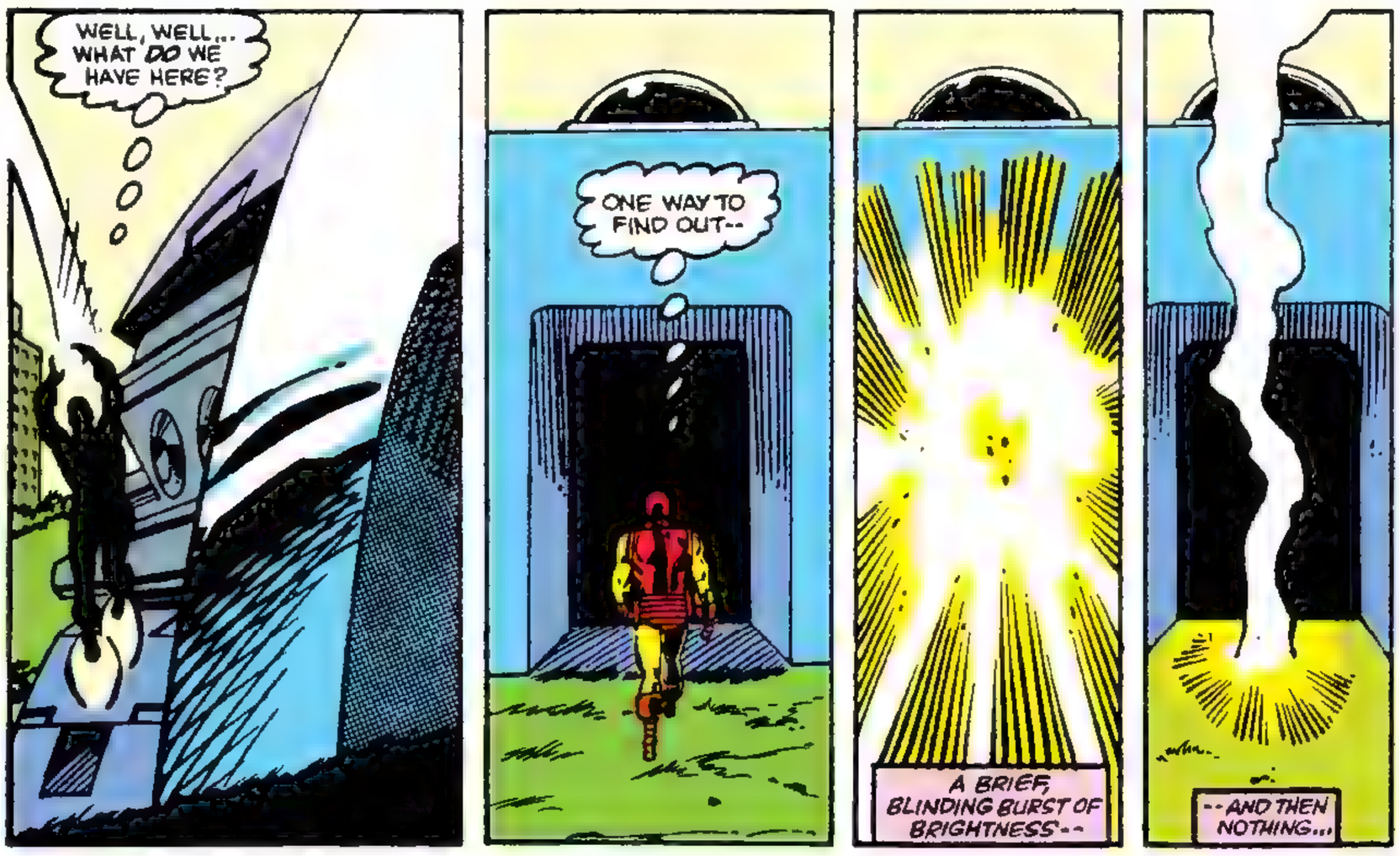
Our next scene comes from *Uncanny X-Men #180*...



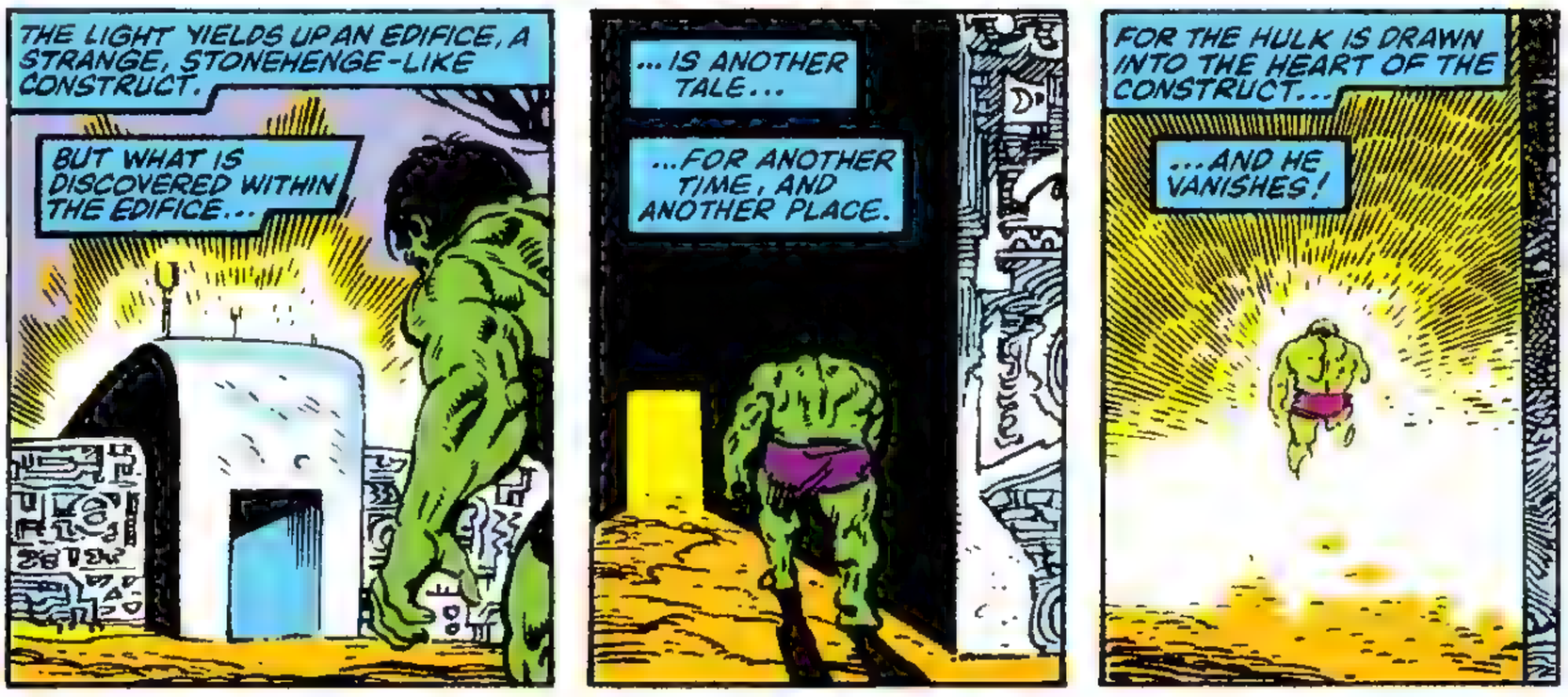
The Avengers, celebrating the return of Thor to their ranks, arrived on the scene in *Captain America #292* (also depicted in *#242* of their own book)…



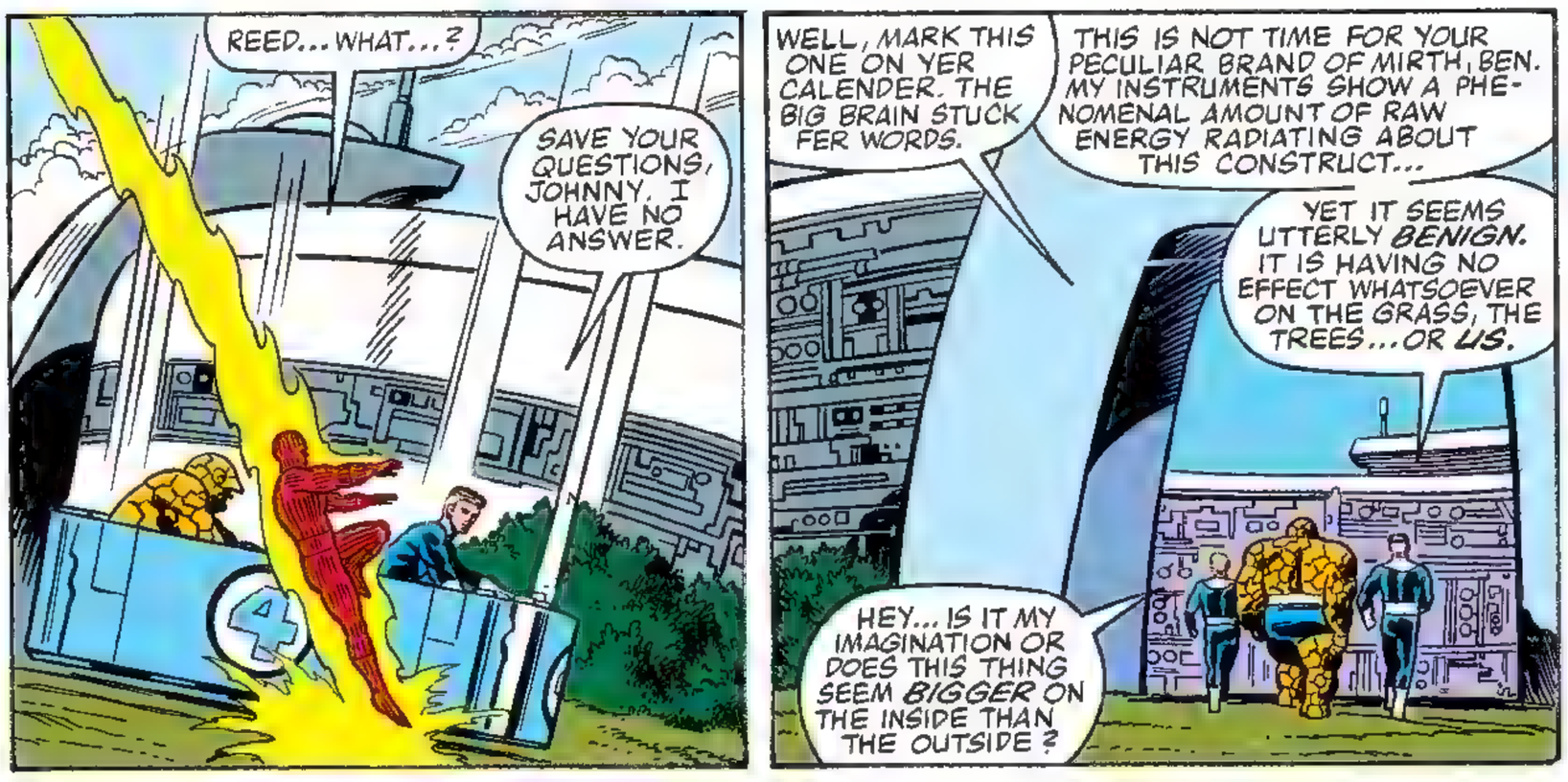
Iron Man was not an active member of the Avengers during Secret Wars; in fact, he was based in California at the time, not New York. (The Iron Man in Secret Wars, of course, is Jim Rhodes, filling in temporarily for his buddy Tony Stark.) Rhodey was returning from a battle with the Mandarin in Japan, and had just landed at Kennedy Airport in New York, when he learned about the appearance of the Beyonder's teleporter and decided to investigate, as seen here in issue #181 of Shell-Head's own mag…



Over in *Incredible Hulk #294*, the Hulk was on a quest to rescue his beloved, Dr. Katherine Waynesboro, who was being held hostage by Boomerang in a highrise overlooking Central Park. As he passed through Central Park, though, the Beyonder's teleporter caught Hulk's eye. He found himself strangely drawn to it…



Having just reached a turning point in his relationship with his girlfriend, Alicia Masters, the Thing joined Reed Richards and Johnny Storm to investigate the teleporter in Central Park. *The Thing #10* presented the FF's arrival.



YEAH... AND IT SEEMS... I DON'T KNOW QUITE HOW TO SAY IT...

NICER?

I GUESS THAT'S THE ONLY WORD. IT'S... *NICER* IN HERE.

THE AIR IS DEFINITELY CLEANER. AND THERE SEEMS TO BE SOME KIND OF... SOOTHING EFFECT. ALMOST LIKE A PSIONIC TRANQUILIZER.

YEAH, IT'S REAL NICE AND PEACEFUL AND SWEET AND CLEAN...

ALMOST LIKE SOME KIND OF... LURE...

YOU MEAN LIKE...

A TRAP!!

TO BE CONTINUED: IN MARVEL SUPER HEROES: THE SECRET WAR #1, *ON SALE NEXT MONTH. DON'T MISS* THING #11 *FOR THE BEGINNINGS OF THE STRANGEST ADVENTURE OUR HERO HAS EVER HAD! WE MEAN IT, TRUE BELIEVERS!!*

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#1 IN A TWELVE-ISSUE LIMITED SERIES

MARVEL SUPER HEROES™ SECRET WARS™

CAN THE COMBINED MIGHT OF EARTH'S MOST POWERFUL SUPER HEROES DEFEAT THE ULTIMATE MENACE?!!

Stan Lee PRESENTS: MARVEL SUPER HEROES SECRET WARS™

IN THE DISTANT REACHES OF THE UNIVERSE, FAR, FAR FROM PLANET EARTH, AN UNINHABITED, SPIRAL GALAXY TURNS ITS EVERLASTING PIROUETTE IN MAGNIFICENT SPLENDOR, UNSEEN BY LIVING EYES...

...UNTIL SUDDENLY...

OH... MY...

JIM SHOOTER - WRITER
MICHAEL ZECK - PENCILER
JOHN BEATTY - INKER
JOE ROSEN - LETTERER
CHRISTIE SCHEELE - COLORIST
TOM DEFALCO - EDITOR

...STARS!

THIS... ISN'T BROOKLYN, IS IT?

THE W.A.R.O. BEGINS

H-HOW'D WE GET *HERE*? I MEAN, ONE MINUTE WE'RE CHECKING OUT THIS GIANT WHATCHAMA-CALLIT IN CENTRAL PARK, THEN ?POOF? THE FINAL FRONTIER!

THIS MUCH I CAN TELL YOU, *CAPTAIN MARVEL*-- THIS DEVICE APPARENTLY CAUSED SUB-ATOMIC PARTICLE DISSOCIATION, REDUCING US, AS WE ENTERED, TO PROTO-MATTER, WHICH IT STORED--

--UNTIL IT TELEPORTED US HERE, TO PRE-SET COORDINATES IN SPACE, WHERE IT REASSEMBLED US INSIDE A SELF-GENERATED LIFE-SUPPORT ENVIRONMENT!

THAT'S OBVIOUS, RICHARDS!

OBVIOUS? WHAT'D HE *SAY*?

JUST HANG OUT, *IRON MAN*! REED WILL GET TIRED OF TALKING IN FIVE-DOLLAR WORDS IN A MINUTE, AND THEN HE'LL EXPLAIN IN ENGLISH!

THEN HE'LL EXPLAIN IT AGAIN TO THE *THING* IN ONE-SYLLABLE WORDS!

HEY, *TORCH*-- WHY DON'TCHA JUST SHUT UP AND LOOK AWESTRUCK LIKE THE REST OF US?

ACH NEIN! WHERE-- WHERE *ARE* WE?

I SUG-GEST THAT FIRST WE FIND OUT SOMETHING *EASIER*-- LIKE WHO ALL IS HERE!

I'LL START! EVERYBODY KNOWS US, BECAUSE WE'RE THE MIGHTY *AVENGERS*, AND WE'RE FAMOUS! BUT, JUST IN CASE, I'M THE *WASP*, AND WITH ME ARE THE *SHE-HULK, CAPTAIN MARVEL, CAPTAIN AMERICA, THOR, HAWKEYE*, AND *IRON MAN*, WHO'S REALLY ON LEAVE, BUT IS WITH US ANYWAY!

I AM *PROFESSOR X*, THESE ARE MY *X-MEN*-- *STORM, NIGHT-CRAWLER, ROGUE, CYCLOPS, WOLVERINE*, AND *COLOSSUS!*

AND *LOCKHEED*, THE DRAGON!

I AM, OF COURSE, THE *HULK!*

YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN* AT YOUR SERVICE!

WE'RE THE *FANTASTIC FOUR* MINUS SUZIE-- THE *INVISIBLE GIRL* TO YOU! STRETCHO CALLS HIMSELF *MISTER FANTASTIC*, IF YOU CAN BELIEVE THAT! THIS CRUMB'S THE *HUMAN TORCH*...

...AND I'M THE EASTER BUNNY!

HEADS UP! LOOK! AT FOUR O'CLOCK HIGH!

ANOTHER CONSTRUCT! BUT WHO'S IN THAT ONE?

PROFESSOR X--!

I SENSE YOUR REQUEST, REED RICHARDS! I AM ALREADY MENTALLY SCANNING--! IN A MOMENT I'LL TELL YOU EXACTLY WHO THE NEW ARRIVALS ARE--

--THOUGH THE AURA OF *EVIL* WITHIN THAT CONSTRUCT MAKES MENTAL PROBING ALMOST PAINFUL.

BY FAFNIR'S TEETH!

WHERE *ARE* WE? WHAT HAPPENED?

WHO CARES? I WUZ IN PRISON-- NOW I'M OUT...WITH MY BALL AND CHAIN IN MY MITTS!

SOMEONE... OR SOMETHING HAS SPIRITED US ACROSS THE UNIVERSE -- THE ASGARDIAN *ENCHANTRESS*... *ULTRON*... THE *ABSORBING MAN*... THE *WRECKER* AND HIS *WRECKING CREW* -- *THUNDERBALL*, *PILEDRIVER*, AND *BULLDOZER*... MY FUTURE-EARTH COUNTERPART, *KANG*... THE PLANET-DEVOURING *GALACTUS*, THE *LIZARD*, THE *MOLECULE MAN* AND *DR. OCTOPUS*...

AN INTRIGUING SELECTION OF MOST DANGEROUS INDIVIDUALS... AND NONE MORE SO THAN I, *DOCTOR DOOM!*

ACROSS THE VOID, MY BUILT-IN SENSORS DETECT A SECOND CAPSULE LIKE THIS ONE -- AND IN IT A BAND OF THOSE WHO THINK THEMSELVES *HEROES!*

INTERESTING... A GATHERING OF FORCES... AS IF FOR *WAR!*

MEANWHILE...

...SO WE GOT A WHO'S WHO OF BAD GUYS OVER THERE, HUH?

WELL, THEN WHAT'S THIS SLIME-BALL *MAGNETO* DOIN' *HERE?* BESIDES, SLINKIN' AROUND IN THE BACKGROUND, THAT IS...

A GOOD QUESTION! WHAT ABOUT IT, MURDERER?

I AM MANY THINGS... A MUTANT... MASTER OF MAGNETISM... AND AN AVOWED ENEMY OF HUMANKIND... BUT A MURDERER? A SLAYER OF INNOCENTS? NEVER! I FIGHT IN DEFENSE OF MY RACE! MY CAUSE IS JUST -- THOUGH EVEN THE X-MEN, WHO LIKE ME ARE *HOMO SUPERIOR*, STUPIDLY FAIL TO UNDERSTAND THAT!

I KNOW NOT WHAT POWER TRANSPORTED ME HERE FROM MY SECRET LAIR, NOR WHY I WAS PLACED AMONG YOU --

-- BUT I FIND IT MORE APPROPRIATE TO ASK WHY SUCH AS YOU WERE JUDGED FIT TO BE PLACED IN *MY* PRESENCE!

CAREFUL, MAGNETO! YOUR ARROGANCE MAY BE YOUR UNDOING!

WAIT! SOMETHING IS *HAPPENING* --!

LOOK! LOOK!

THE *STARS* --!

THAT-- THAT ENTIRE GALAXY--!

IT'S BEING *DESTROYED!*

IT'S GONE! *GONE--!*

SWEPT AWAY... LIKE DUST BEFORE SOME UNSEEN, GIANT HAND!

UNBELIEVABLE...

WE'RE MOVING--! AT FANTASTIC SPEED!

UP AHEAD! A-- A *PLANET* IS BEING FORMED NEAR THAT STAR--!

THE ONLY STAR REMAINING FROM THAT ENTIRE GALAXY!

AWE-INSPIRING... HUMBLING ...FEATS DWARFING THE WILDEST IMAGININGS OF THE GODS!

THE POWER NECESSARY... IT'S INCALCU-LABLE...IN-CONCEIVABLE!

OAF! WATCH WHO YOU'RE JOSTLING, OR, I, *DOCTOR OCTOPUS*, WILL--

HEY, I'M *SORRY*, BUTT-HEAD! I, CRUSHER CREEL, THE *ABSORBIN' MAN* WUZ WATCHIN' THE SHOW OUTSIDE! THAT'S KEEPIN' ME REAL BUSY RIGHT NOW, BUT WHEN IT'S DONE I'LL RAM YOU THROUGH A BULKHEAD SO'S YOU AND YOUR STUPID TENTACLES WON'T BE UNDERFOOT NO MORE!

WHY YOU-- AHHH!

UFF!

I AM ULTRON! I DO NOT UNDERSTAND THE EVENTS TRANSPIRING! I DO NOT UNDERSTAND HOW I CAME TO BE RESURRECTED... NOR HOW I CAME TO BE HERE! NOTHING COMPUTES...

INSIGNIFICANT! I AM ULTRON! MY PURPOSE IS TO SLAY THAT WHICH LIVES. YOU ARE ALL LIVING THINGS, ERGO--

--ULTRON MUST DESTROY YOU!

TAKE COVER!

YEAH? WHERE?!

HAW! NO RAYS CAN HURT THE ABSORBIN' MAN! I ABSORB THE PROPERTIES OF WHATEVER I TOUCH, SO IT JUST MAKES ME AS STRONG AS IT IS!

CREEL IS SAFE! THE OTHERS, MYSELF INCLUDED, ARE NOT SO LUCKY! ULTRON IS MADE OF ADAMANTIUM, WHICH IS INDESTRUCTIBLE, AND HE IS ENERGIZED BY A FUSION REACTOR OF INCREDIBLE POWER! EVENTUALLY, HE MIGHT EVEN BATTER THROUGH MY PERSONAL FORCE-FIELD!

YOU, WHO CALL YOURSELF THE MOLECULE MAN! YOU HAVE THE POWER TO STOP ULTRON! YOU MUST--

NO! NO! I GAVE UP BEING THE MOLECULE MAN! I'M JUST PLAIN OWEN REECE NOW! I DON'T EVEN KNOW WHAT I'M DOING HERE! PLEASE LET ME FIND A PLACE TO HIDE!

LITTLE MAN, I HAVE *NEED* OF YOUR POWER TO CONTROL MOLECULES! ONLY YOU... AND, PERHAPS, GALACTUS CAN DESTROY ULTRON! GALACTUS IS OBLIVIOUS TO OUR FATE! YOU *MUST*--

NO! I'M TRYING TO BE *GOOD!* MY THERAPIST SAYS I MUSTN'T HURT ANYONE!

VERY WELL, THEN... DO JUST THIS--!

AND...

IS *THAT* ALL? WELL, I GUESS JUST THROWING THE ROBOT AT THE BIG GUY IS ALL RIGHT!

IT'S EASY! ALL MOLECULES OBEY MY EVERY WHIM!

LOOK! HE *NOTICED*--!

WHAT'S THIS? I'M BEING LEVITATED... HOISTED ALOFT BY THIS ONE!

IT MATTERS NOT! MY ADAMANTIUM BODY CANNOT BE HARMED-- AND THIS GIANT IS BUT ONE MORE LIVING CREATURE TO SLAY!

PERHAPS ULTRON WILL SLAY YOU LESS EFFICIENTLY, MORE *SLOWLY*, FOR THIS INDIGNITY, ORGANISM!

PERHAPS ULTRON... ÷RAAARRK÷

HOLY--! HE SUCKED THE ENERGY OUT THROUGH ULTRON'S MOUTH! SNUFFED HIM LIKE A *CANDLE!*

BUT...ULTRON CONTAINED MORE POWER THAN AN *H-BOMB!*

THAT IS ONE BAAD DUDE!

LOOK! HE'S JUST STARING AWAY AGAIN, AS IF WE WERE NOTHING --BENEATH HIS NOTICE!

HE JUST BARELY NOTICED ULTRON SLAMMING INTO HIM!

IT'S LIKE ULTRON WAS A GNAT TO HIM!

HEY! SOMETHING'S *HAPPENING* OUT THERE!

IT'S AS IF A RIFT WERE OPENING IN THE VOID OF SPACE ITSELF!

QUIET! LISTEN!

THE LIGHT--! IT MAKES THAT SUN SEEM DIM BY COMPARISON!

I AM FROM BEYOND!

SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS!

NOTHING YOU DREAM OF IS IMPOSSIBLE FOR ME TO ACCOMPLISH!

HE AIN'T LYIN'! I CAN TELL... I--I JUST *KNOW!* I CAN *FEEL* IT!

YOU! BEYONDER!

HEAR ME! HEAR *GALACTUS!*

I SENSE THAT YOU ARE TRULY A BEING FROM BEYOND THIS UNIVERSE -- THIS *MULTIVERSE!* I SENSE THE ENERGIES YOU WIELD...AND I KNOW...I *KNOW*--!

YOU CAN TAKE FROM GALACTUS, DEVOURER OF WORLDS, HIS *HUNGER!* YOU CAN END HIS CEASELESS, MONSTROUS CRAVING FOR THE VERY ESSENCE OF LIVING WORLDS--!

LET IT BE DONE!

I WILL NOT WAIT! I WILL NOT LET SOME PETTY CHARADE DELAY MY RESPITE! THE TORMENT MUST END *NOW!*

HOLY--! HE SMASHED *OUT!* HE'S HEADING FOR THE RIFT!

HEY! DOOM! WHERE ARE *YOU* GOING?

MADE IT-- A SPLIT SECOND BEFORE THE PROTECTIVE FIELD AROUND THE CONSTRUCT SELF-SEALED! MY OWN FORCE-FIELD WILL PROTECT ME FROM THE VOID!

MY HIDDEN ROCKET BELT ENABLES ME TO FOLLOW IN GALACTUS'S WAKE! IF THERE IS POWER TO BE HAD, DOOM MUST HAVE IT!

HE HASN'T EVEN NOTICED ME! EXCELLENT! LET HIM CONFRONT THE BEYONDER! LET HIM DO BATTLE IF HE WILL, WHILE I, DOOM, LURK IN THE BACKGROUND READY TO SEIZE ANY OPPORTUNITY THAT PRESENTS ITSELF!

WHAT *SECRETS* I MIGHT LEARN--! WHAT *POWER* COULD BE MINE--!

STOP! YOU CANNOT APPROACH ME! THE BARRIERS WILL REPULSE YOU!

NO! I WILL NOT, I *MUST* NOT BE DENIED!

THE ENERGY ALL AROUND--! IT IS PALPABLE... SEETHING--! LIKE A THING ALIVE! I DARE NOT GO FARTHER! I CAN ONLY LET MY ARMOR'S COMPUTERS TRY TO *ANALYZE* THE ALIEN FORCES WHICH ENGULF ME IN HOPES OF GLEANING SOME VALUABLE SHRED OF KNOWLEDGE--

--AND HOPE GALACTUS CAN SHATTER THE BARRIERS AHEAD, SO I CAN FOLLOW...

BUT THEN...

THEY WERE SWATTED BACK LIKE FLIES!

TO THE BEYONDER, EVEN GALACTUS IS LESS THAN A FLY, CAPTAIN!

WE'RE MOVING AGAIN... AND SEPARATING! EACH CONSTRUCT SEEMS TO BE HEADING FOR A DIFFERENT PART OF THE SURFACE!

GOOD!

WHOA! SUDDENLY, WE'RE LANDSIDE!

BEAMED DOWN IN THE BLINK OF AN EYE!

BE READY FOR ANYTHING!

FORM A CIRCLE! I'VE GOT THE TWELVE O'CLOCK POSITION! I WANT AN AVENGER AT TWO, FOUR, SIX, EIGHT AND TEN WITH EYES PEELED! *MOVE!* IRON MAN! KEEP YOUR *RADAR* WORKING!

GOOD AT GIVING ORDERS, AIN'T HE?

YES, HE IS! MAYBE THE *BEST!*

RICHARDS, CAN YOU--?

TAKE A LOOK FROM UP HERE? CERTAINLY!

NOT A VILLAIN IN SIGHT!

4

WHAT ARE YOU *TALKING* ABOUT? THERE'S ONE RIGHT *THERE!*

THE WASP'S *RIGHT!* MAGGIE SURE QUALIFIES!

FOOLS! WAS I NOT CHOSEN BY THE BEYONDER TO BE AMONG YOU?

NO MURDERER BELONGS ON OUR SIDE--! OR HAVE YOU JUST FORGOTTEN ABOUT THAT SUBMARINE YOU SANK WITH ALL HANDS ABOARD?*

THEY FIRED UPON ME--! AN ACT OF WAR!

EXTREMISM IN DEFENSE OF ONE'S RACE IS NO EVIL! HUMANS ARE THE OPPRESSORS! MY KIND ARE THE PERSECUTED! THE VICTIMS! YET, YOU CHAMPION *THEIR* CAUSE! *YOU* BEAR THE SHAME OF THEIR DISHONOR!

*SEE X-MEN # 150!

EVERYONE, HEAR ME! THIS IS NOT THE TIME OR PLACE TO TRY THIS MAN! HE HAS BEEN PLACED AMONG US--AND WE MAY *NEED* HIS POWER--!

NOBODY HAS HAD MORE RUN-INS WITH HIM THAN THE X-MEN! WE KNOW HIM BEST! WE DON'T APPROVE OF HIS METHODS, BUT--

YOU MUTANTS STICK TOGETHER, HUH? WELL, STICKING TO A BLOOD-SOAKED MANIAC LIKE HIM DOESN'T SPEAK WELL OF *YOU,* PAL!

HANDS *OFF,* HAWKEYE! CYCLOPS IS A JERK, BUT HE'S *OUR* JERK!

EASY, WOLVERINE! I CAN HANDLE MYSELF!

ENOUGH, ALREADY! EVERYBODY KNOWS HE'S A BAD GUY! I'LL TAKE CARE OF HIM, THEN THERE'LL BE ONE LESS TO WORRY ABOUT!

YOU DARE--?

I AM *HOMO SUPERIOR!* I STAND ABOVE YOU ALL, SAVE PERHAPS *THOR!*

HE ALONE AMONG YOU MAY BE MY EQUAL!

STOP! YOU HEARD THE PROFESSOR! THIS ISN'T THE TIME OR PLACE! FOR NOW, HE'S AN ALLY!

STUFF IT, BOY! YOUR OPTIC BLASTS ARE ZIP TO A LADY WHOSE WHOLE BODY TRANSFORMS INTO ENERGY!

THEY'RE NUTS!

YES! I'M INCLINED TO AGREE!

HULK, IT'S *WEIRD* HEARING YOU TALK SINCE YOU GOT BRUCE BANNER'S BRAIN--! BUT YOU AIN'T GETTIN' BY NO MATTER *WHOSE* BRAIN'S IN THERE!

BAH! I WILL NOT SEE MUTANT BLOOD SPILLED ON MY BEHALF! I *LEAVE* YOU!

HMM... MAGNETIC REPULSION! HE APPARENTLY CAN "RIDE" THE LINES OF FORCE OF THE MAGNETIC FIELD ENCIRCLING MOST WORLDS, INCLUDING THIS ONE!

HE'S FLYING!

HE'S GONE! NOW WHAT?

WE OBVIOUSLY NEED LEADERSHIP! RICHARDS--?

ARE YOU SUGGESTING ME--?

I--I DON'T THINK I CAN! BACK ON EARTH I HAVE A WIFE WHO'S EXPECTING...AND IT SEEMS LIKELY THAT I MAY NEVER SEE HER AGAIN! OR THE BABY...

I DON'T THINK YOU WANT A LEADER WHOSE THOUGHTS ARE A BILLION PARSECS AWAY! PERHAPS DOCTOR BANNER...

THE HULK? HEY, NO OFFENSE, DOC, BUT... IT WASN'T SO LONG AGO THAT YOU WERE A DUMB MONSTER, AND IT'S TOUGH TO SHAKE THAT MENTAL IMAGE!

I'D HAVE GUESSED AS MUCH! BAH! I'M NOT INTERESTED IN GIVING ORDERS, ANYWAY! LET WINGHEAD DO IT! HE LIKES IT!

I'M THE LEADER OF THE AVENGERS... BUT...I'LL DEFER TO CAPTAIN AMERICA!

WHY, WASP?

BECAUSE WE'RE OFF IN A STRANGE LAND, UP TO OUR EARS IN A LITTLE SECRET WAR THAT MAY DECIDE THE FATE OF THE UNIVERSE! SOME PEOPLE DON'T KNOW ME WELL! THEY MIGHT HAVE *DOUBTS*...AND THERE'S NO ROOM FOR THAT!

WHAT ABOUT *YOU*, PROFESSOR? YOU READ MINDS! THAT COULD COME IN HANDY!

I'M ALSO GOOD AT READING HEARTS--NO MAN IN EXISTENCE EQUALS YOUR COURAGE, CAPTAIN AMERICA!

WAIT A MINUTE! HE'S THE *LEAST* OF US! HE CAN'T DO ANYTHING! I WON'T FOLLOW HIM--!

I WILL!

I AM A PRINCE OF THE GODS! I DO NOT PLEDGE MY ALLEGIANCE TO MANY OF MORTAL STATURE! THIS MAN I WILL FOLLOW THROUGH THE GATES OF HADES!

SOUNDS LIKE IT'S SETTLED!

MEANWHILE, FAR AWAY...

I... LIVE!

AS DOES GALACTUS! BUT HE IS STILL UNCONSCIOUS!

SUCH POWER--! POWER BEYOND ALL IN *EXISTENCE* IN OUR UNIVERSE!

A FORTRESS IN THE DISTANCE--PROVIDED, NO DOUBT BY THE BEYONDER! THAT'S WHERE THE OTHERS WILL BE!

MUST TALK TO THEM... CONVINCE THEM...

...WE MUST NOT PLAY THIS GAME! WE MUST NOT FIGHT!

SOON, INSIDE THE CITADEL...

THE WEAPONRY WITHIN THIS FORTRESS IS... *INCREDIBLE!*

LOOK! *DOOM'S* HERE!

DOOM! WE WERE HOPING YOU SURVIVED! WE'VE BEEN WAITING FOR YOU TO SHOW!

WE'VE TALKED--! WE FIGURE YOU'RE THE ONE TO LEAD US-- WITH SOME EXCEPTIONS! BUT, WE'LL HELP YOU WHIP ANY "UNCOOPERATIVE" JERKS INTO LINE!

WE'RE GOING TO HAVE TO WORK TOGETHER TO WIN THE BEYONDER'S *PRIZE!*

YEAH! WITH YOU LEADING US, WE CAN'T LOSE!

THE PRIZE? IS THAT ALL YOU CAN THINK ABOUT?

WE-- WE HAVE SEEN THE POWER TO END AND BEGIN UNIVERSES...AND YOU DWELL ON CHEAP LUST FOR YOUR SELFISH DESIRES?

LISTEN TO DOOM! WE MUST NOT FIGHT! THERE IS MORE AT STAKE HERE THAN WE KNOW! WE MUST PROCEED CAUTIOUSLY...TRY TO COMPREHEND THE--

YOU MEAN WE AREN'T GOING TO FIGHT FOR THE ANSWER TO ALL OUR DREAMS? I WANT A NICE HOUSE AND A YARD, AND LOTS OF *FRIENDS*, AND MAYBE EVEN A *GIRL--!* ONE WHO *LIKES* ME, AND-- *OWW!*

IGNORE YOUR PETTY DREAMS! TO FIGHT IS TO *PROVE* WE ARE BUT MICROBES ON A SLIDE! WE MUST TRANSCEND OURSELVES!

WE HAVE A CHANCE TO REACH OUT TO A BEING TO WHOM THE GODS ARE INSECTS! THE KEY TO TOTALITY, TO *IMMORTALITY* IS NEAR AT HAND...PERHAPS IN OUR GRASP!

LEMME GET THIS STRAIGHT-- YOU'RE A WIMP, RIGHT?

SURE! HE SAW THE BIG G GET SLAPPED DOWN, NOW HIS GUTS ARE JELLY!

YOU WOULD STILL BEHAVE AS BACTERIA, RESPONDING TO THE CRUDE STIMULI HE PROFFERS--?

UH... IF THAT MEANS FIGHT, YEAH, I WOULD!

FOOLS!

POWER BOLTS FROM HIS GAUNTLETS--!

THAT SHOULD KEEP THEM AT BAY TILL I AM SAFELY GONE!

I SHOULD HAVE REALIZED THAT THEY WOULDN'T UNDERSTAND!

IN ALL THE UNIVERSE, THERE IS, PERHAPS, ONE *OTHER*, BESIDES MYSELF, WHO MIGHT COMPREHEND!

THOUGH IT *PAINS* ME, I MUST SEEK OUT AND TAKE COUNSEL WITH MY MOST HATED ENEMY!

I SEE THAT THE BEYONDER HAS EVEN PROVIDED ME WITH THE MEANS TO DO SO!

THE OPERATION OF THIS ALIEN VESSEL IS CHILD'S PLAY TO ONE OF MY INTELLECT!

SO, DOOM THINKS HE IS FREE AND SAFE. FREE TO JOIN OUR FOES, PERHAPS? NOT WHILE *KANG* LIVES!

THIS GUN IS A PRODUCT OF ALIEN SCIENCE YET OPERATING IT IS SIMPLICITY ITSELF TO ONE SUCH AS I!

THOUGH I, KANG, WARLORD OF FUTURE-EARTH MAY WELL BE A DESCENDANT OF DOOM'S, THOUGH HE AND I ARE, IN TRUTH, MUCH *ALIKE*--

--I'LL NOT LET HIM BETRAY US!

AND...

WHAT WAS *THAT?*

A SHIP! A SHIP-- SHOT DOWN!

THAT BLAST WAS LIKE A *NUKE!*

A LARGE CHUNK OF DEBRIS FELL ONLY A FEW MILES AWAY!

LET'S CHECK IT OUT!

SOON...

STORM! IS THE STRAIN TOO MUCH?

NO, PROFESSOR! I CAN SUSTAIN THE WINDS WHICH HOLD YOU AND THE OTHERS ALOFT--THOUGH I'M CERTAIN THE RIDE IS NOT VERY COMFORTABLE!

WHEEE!

STAY STILL, WEBHEAD! OR I MIGHT DROP YOU!

HOW HUMILIATIN'!

LOOK! IT'S DOCTOR DOOM! HOW COULD HE HAVE SURVIVED THAT BLAST?

HIS PERSONAL FORCE-FIELD MUST HAVE BEEN WORKING OVER-TIME!

CAP! STAY BACK!

RICHARDS... MUST SPEAK WITH RICHARDS! ONLY HE... MIGHT COMPREHEND...

POWER SO GREAT... IT HUMBLES US! WE ARE ...BACTERIA ...DUST...

DON'T GO NEAR HIM! HE'S DANGEROUS!

NO! HE'S HURT... MAYBE BADLY!

DON'T TRUST HIM! HE'S TREACHEROUS! WE'VE GOT TO SOMEHOW *DISARM* HIM FIRST!

LET *ME* HANDLE THAT! I'M GOING TO ENJOY SLICING HIM OUT OF THAT ARMOR WITH MY CLAWS!

BACK OFF, WOLVERINE!

LET ME HELP YOU, DOOM!

DOOM... NEEDS THE AID ...OF NO MAN!

IS THAT PITY I SEE IN YOUR EYES, CAPTAIN AMERICA? AND YOURS, RICHARDS? PITY YOURSELVES!

I WAS A FOOL TO THINK SUCH AS YOU MIGHT COMPREHEND WHAT ONLY DOOM CAN KNOW!

LOOK OUT--! HE'S GOING TO--

YOU WILL RUE THIS MOMENT! YOU, THE OTHERS, THE BEYONDER ...AND THE UNIVERSE!

SOON, ALL WILL GROVEL AT MY FEET!

MOMENTS LATER...

WHY COULDN'T HE HAVE JUST SAID GOOD-BYE?

HEY, WOLVIE--! WHERE'D YOU GO TO CHARM SCHOOL?

SHUT UP, PUNK, OR I'LL CARVE YOU INTO BRIQUETTES!

HEADS UP! MY RADAR'S PICKING UP BOGIES COMING IN *FAST!*

WE'RE UNDER ATTACK!

NEXT ISSUE:

FIRST BLOOD!

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#2 IN A TWELVE-ISSUE LIMITED SERIES

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REMEMBER WHAT THE *BEYONDER* SAID-- ONCE WE CRUSH THESE JERKS WE GET ANY-THING WE WANT!

BAH! I'D SMASH THEM *ANYWAY!*

WAIT FOR THE OTHERS! WE MUST STRIKE ALL AT ONCE, OR--

SHUT UP, OCTOPUS, AND *RIP* INTO 'EM!

KABOOM!

HULK! WE NEED TIME TO REGROUP! BUY US *TWO SECONDS!*

CAP, I-- *WHUHH!*

AMAZING! HIGH-ENERGY ELECTRON BEAMS! THEY HIT LIKE THOR'S HAMMER--!

THAT'S ENOUGH TO BATTER *ANY* OF US SENSELESS-- EXCEPT ME, OF COURSE!

HOLEE--! *COLOSSUS* IS KAYOED--!

LOCKHEED IS STILL SCRAPPIN' THOUGH! GET 'EM, DRAGON!

LUCKILY, THEIR ATTACK IS DISJOINTED-- UNDISCIPLINED! THAT GIVES US A *CHANCE!*

ATTACK! TAKE OUT THE *GUNS!*

RELAX, CAP! IF THEIR PLAN IS SIMPLY TO "RIP INTO US!" THEY HAVEN'T TAKEN THE STRENGTH OF THE *HULK* INTO ACCOUNT!

SHRAKKK!

ON THE OTHER HAND...

DUCK AND COVER, *SPIDER-MAN!*

I'M OKAY, *SHE-HULK*, BUT THE OTHERS --!

MISTER FANTASTIC HAS THEM COVERED!

THEY CAUGHT US COMPLETELY OFF GUARD! HALF OF US FELL ON THE FIRST SALVO!

WHERE DID THEY GET THOSE INCREDIBLE CONCUSSION-RAY WEAPONS?

HAW! THOSE CREAMPUFFS ARE FALLIN' LIKE DUCKS IN A SHOOTIN' GALLERY!

WATCH OUR FLANK, *ABSORBING MAN!* BEWARE A COUNTER-OFFENSIVE! VICTORY IS UNCERTAIN UNTIL THEY ARE ALL DEAD-- ESPECIALLY WITHOUT *DOCTOR DOOM* ON OUR SIDE!

HOW UNFORTUNATE THAT I HAD TO *SLAY* HIM!

UNKNOWN TO **KANG**, HOWEVER, DOCTOR DOOM YET LIVES! CARRIED BY HIS HIDDEN JET-PACK, HE SOARS THROUGH THE ALIEN ATMOSPHERE ONLY A FEW DOZEN MILES AWAY--

--REFLECTING UPON THE MIND-STAGGERING EVENTS OF THE PAST FEW HOURS!

SPIRITED AWAY FROM EARTH, DOOM AND HIS FELLOW COMBATANTS WERE ADDRESSED BY THEIR MYSTERIOUS CAPTOR...

I AM FROM BEYOND!

SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS!

NOTHING YOU DREAM OF IS IMPOSSIBLE FOR ME TO ACCOMPLISH!

THE MIGHTY **GALACTUS** HAD NO PATIENCE FOR SUCH A GAME! HE SOUGHT TO CONFRONT THE **BEYONDER**--

--AND, DOOM, EAGER TO LEARN THE SECRETS OF A BEING SO POWERFUL, FOLLOWED!

BOTH WERE BRUTALLY REPULSED!

AWED BY THE BEYONDER'S MAGNIFICENCE, DOOM COUNSELLED THE VILLAINS AGAINST MAKING WAR!

WE HAVE SEEN THE POWER TO END AND BEGIN UNIVERSES! IGNORE YOUR PETTY DREAMS! TO FIGHT IS TO PROVE WE ARE MICROBES ON A SLIDE!

WE HAVE A CHANCE TO REACH OUT TO A BEING TO WHOM THE GODS ARE INSECTS! THE KEY TO IMMORTALITY, TO ***TOTALITY*** IS IN OUR GRASP!

BUT THEY WOULD NOT HEED HIM -- INDEED, THEY TRIED TO **KILL** HIM! THE HEROES, TOO, WERE SUSPICIOUS...

I WAS A FOOL TO THINK SUCH AS YOU MIGHT COMPREHEND!

STUNNING THE HEROES WITH A POWER BLAST, HE LEFT THEM LYING IN THE DUST, ONLY MOMENTS AGO...

AND, NOW...

THERE HE IS, STILL LYING WHERE HE FELL AFTER BEING REPULSED BY THE BEYONDER--!

GALACTUS! ONE OF THE GREATEST POWERS IN OUR UNIVERSE-- HUMBLED!

EH? HE STIRS!

WHAT'S THIS?

AH! I SEE! NO MERE MORTAL, FORCED TO CLAMBER AWKWARDLY TO HIS FEET--

--AND SETS HIMSELF UPRIGHT!

HEAR ME, MIGHTY GALACTUS! HEAR THE WORDS OF DOCTOR DOOM--!

--HE SIMPLY *RISES*--

LET US TAKE COUNSEL, GREAT ONE, AND...

GALACTUS?! *GALACTUS!*

HE IGNORED ME! AS THOUGH I WERE A GNAT BUZZING AT HIS FEET!

AND SO I AM... JUST AS ALL OF US, EVEN GALACTUS HIMSELF, ARE BUT INSECTS TO THE ALL-POWERFUL BEYONDER!

THUS, THE OTHERS HAVE CHOSEN TO PLAY THE BEYONDER'S SIMPLE GAME -- THEREBY, IN EFFECT, PAYING HOMAGE TO HIM.

SHOULD I, TOO, PAY HOMAGE? SHOULD I WORSHIP AT THE FEET OF THIS GOD-LIKE BEING--

--OR CHOOSE *ANOTHER* PATH... ONE ONLY DOOM WOULD DARE!

HERE IN THIS FORTRESS, PROVIDED BY THE BEYONDER TO MY VILLAINOUS ALLIES, THERE IS MUCH THAT MAY BE USEFUL TO ME!

DOUBTLESS IT HAS NOT BEEN LEFT UNGUARDED!

KA-BOOM!

WHAT?! DEFENSE DRONES!

INTERESTING! MY ARMOR'S BUILT-IN SENSORS DID NOT DETECT THEIR APPROACH! THE TECHNOLOGY HERE IS ADVANCED, INDEED!

RAK!

KRAK!

YES, *MUCH* HERE MAY BE USEFUL!

AH! THE DAMAGED DRONE ITSELF SHATTERED THE OUTER DOOR!

THOOM!

NOW, I HAVE BUT TO DISABLE THE MASTER DEFENSE CONTROL WITH A POWER-BLAST--!

ZZAK!

THUS, THIS PLACE AND ITS SECRETS BELONG TO DOOM!

SOON, DEEP INSIDE THE MAMMOTH COMPLEX...

IT WOULD APPEAR THAT MY ERSTWHILE ASSOCIATES ARE ***AWAY*** --PERHAPS MOUNTING AN ILL-CONSIDERED ATTACK UPON THE SELF-STYLED HEROES!

HMM... THE INERT BODY OF THE MAD ROBOT ***ULTRON***, WHO WAS NEUTRALIZED BY GALACTUS UPON OUR ARRIVAL!*

*SEE LAST ISSUE!

ULTRON--! PERHAPS THIS INVULNERABLE ADAMANTIUM BODY MAY YET KNOW LIFE!

HE WILL BE VERY USEFUL WHEN MY ASSOCIATES RETURN... *IF* THEY RETURN!

AT THE BATTLESITE...

IRON MAN! THING! PULL BACK! HURRY!

ALL RIGHT! THE ATTACKERS ARE IN POSITION NOW--! *THOR!*

AYE, CAPTAIN AMERICA!

WHA-BOOM!

BULLDOZER! QUIT ROCKIN' THIS THING! I CAN'T DRAW A BEAD--!

PILEDRIVER, YOU IDIOT, IT'S NOT ME, IT'S...OH, NO!

GO, HUI KIE! *H.T.* 'EM!

TORCH, WHEN YOU CAN BEND THIS ULTRA-HARD ALIEN METAL LIKE PAPER WITH YOUR BARE HANDS, *THEN* YOU CAN GIVE ME ORDERS!

TILL THEN, I'LL LISTEN TO OUR DESIGNATED LEADER--*CAPTAIN AMERICA*--AND NO ONE ELSE! GOT IT?

NICE WORK, HULK! MIND IF I PITCH IN A HIGH-IMPACT *OPTIC BLAST*?

GO AHEAD, KID--FINISH THEM OFF! THE *HARD* WORK'S ALREADY DONE!

HIYA! I'M THE *SHE-HULK*! YOU MUST BE THE *ENCHANTRESS*!

GEE, I'VE HEARD SO MUCH ABOUT YOU--! YOU'RE A NOT-NICE LADY!

A GREEN WOMAN? IS THERE NO END TO THE VARIETIES OF MORTALS?

BUT, NO, YOU REALLY ARE ALL THE SAME, AREN'T YOU? FRAIL, WEAK...

UNHAND ME!

WHUFF!

HEY, YOU *ARE* STRONG!

I AM AN ASGARDIAN GODDESS! I COULD CRUSH YOU IN MY FIST LIKE THE SLUG YOU ARE! BUT, PHYSICAL CONTACT WITH CREATURES SUCH AS YOU DISGUSTS ME!

AND WHY SHOULD AN IMMORTAL MISTRESS OF SORCERY SULLY HER HANDS?

AND WHY SHOULD I LET A CHANCE LIKE THIS SLIP BY?

I DON'T OFTEN DUKE IT OUT WITH SOMEONE SOLID ENOUGH TO REALLY UNLOAD ON -- AND SLOW ENOUGH TO *LET* ME!

WHAK!

OH, *WOW!* THAT WAS, LIKE TUBULAR, YOU KNOW -- TO THE *MAX!*

THE BATTERED REMNANT OF THE ENEMY FORCE FLEES, CAPTAIN AMERICA! SHALL WE PURSUE THEM?

NO, THOR! LET THEM GO FOR NOW! IT'S BEST NOT TO LET OURSELVES GET SCATTERED! WE'VE GOT TO CONSOLIDATE OUR POSITION -- AND WE HAVE PRISONERS TO WORRY ABOUT!

DON'T WORRY ABOUT THE ENCHANTRESS! SHE'LL BE OUT FOR QUITE A WHILE!

I'LL WRAP THESE WRECKING CREW GUYS UP!

STORM! DO SOME RECONNAISSANCE! SEE IF THERE'S ANY DEFENSIBLE SHELTER AROUND HERE!

VERY WELL!

THE AIR IS... *THICK* ON THIS WORLD... YET EASY TO MANIPULATE -- IF ONE IS A MUTANT WEATHER-WITCH, THAT IS! THESE WINDS BEAR ME ALOFT AT MY SLIGHTEST WHIM!

IT IS AS IF THE BEYONDER DELIBERATELY SOUGHT TO PROVIDE IDEAL FIGHTING CONDITIONS --

-- WHICH SUITS ME FINE!

SOON...

WELL, CAPTAIN AMERICA, IS THAT AN ADEQUATE DEFENSIBLE SHELTER?

LOOK AT THAT PLACE! IT'S BIGGER THAN THE PENTAGON--!

BIGGER THAN FIFTY-FOUR AND A HALF PENTAGONS, I'D ESTIMATE!

ODD'S BLOOD!

AND...

IT LOOKS OKAY INSIDE, CAP... BUT I SUGGEST THAT I LEAD THE WAY IN, JUST IN CASE! I'M THE STRONGEST AND LEAST VULNERABLE!

IRON MAN AND THOR MIGHT ARGUE THAT, BUT I WON'T! GO AHEAD, BIG GUY!

WHAT'S WRONG, COLOSSUS?

I JUST REALIZED--! I HAVEN'T SEEN KITTY'S DRAGON SINCE THE BATTLE! IF SOMETHING HAPPENED TO HIM, KITTY WILL BE BROKEN-HEARTED WHEN WE RETURN TO EARTH!

WHAT MAKES YOU THINK YOU'RE EVER GOING TO GET BACK, KID? FORGET THE DRAGON!

SOME-TIME LATER...

PRISONERS SECURED, CAP! THE PRISONER-DETENTION SYSTEM WE FOUND IS VERY HUMANE--BASICALLY A FORM OF *PSYCHOSTASIS!* IT WORKS BY CONTROLLING AGGRESSION THROUGH BRAINWAVE MODULATION!

SORRY IT TOOK SO LONG FOR ME TO FIGURE OUT HOW TO OPERATE IT!

I DOUBT THAT ANY OF THE REST OF US COULD HAVE DONE IT AT ALL, RICHARDS!

WHOOPS! GOOD THING THE NEW, IMPROVED HULK, WITH DR. BRUCE BANNER'S BRAIN DIDN'T HEAR THAT! HE'S *SO* TOUCHY, LATELY!

I ALSO FOUND A HEALING DEVICE--A CELL REGENERATOR--IN WHICH I PLACED THE ENCHANTRESS! SHE'D PROBABLY JUST WAKE UP WITH A BLACK EYE, BUT YOU CAN'T BE TOO CAREFUL! THAT WAS AN INCREDIBLE BLOW TO THE HEAD SHE TOOK!

IT'S NO WONDER THAT THE NAME *MISTER FANTASTIC* IS RENOWNED FOR *COMPASSION* AS WELL AS COURAGE! YOU GIVE ADDED MEANING TO THE WORD *HERO,* RICHARDS!

NOW, HOWEVER, IT'S TIME TO ATTEND TO OUR OWN NEEDS!

I'M SATISFIED THAT THERE'S NO IMMEDIATE DANGER THREATENING US!

GET EVERYONE TOGETHER IN THE LARGE DOME WE DISCOVERED ON THE FOUR HUNDRED AND FIFTY-FIRST LEVEL!

AND, SO...

WE WON THE FIRST SKIRMISH, BUT NOT THE WAR! NOT BY A LONG SHOT!

SO LET'S GO OUT AND *WIN* IT, ALREADY! WHY ARE WE SITTING HERE?

FIRST, WOLVERINE, BECAUSE WE DON'T KNOW WHERE ALL OF OUR FOES *ARE*! IT'S A BIG PLANET!

GALACTUS, DOCTOR DOOM, THE MOLECULE MAN, DOCTOR OCTOPUS, THE WRECKER, THE ABSORBING MAN...AND MAGNETO...ARE STILL OUT THERE! ANY*ONE* OF THEM IS TOO DANGEROUS TO TAKE LIGHTLY!

WE HAVE AN ADVANTAGE NOW! LET'S NOT BLOW IT!

YOU'RE *NUTS*, FLAG-MAN!

IRON MAN, TORCH, THOR--! PATROL THE FORTRESS PERIMETER IN A SPIRAL PATTERN! MAKE SURE WE HAVE A SECURE AREA WITHIN A ONE-HUNDRED MILE RADIUS!

THE REST OF US WILL TAKE TURNS ON WATCH HERE! I'LL NEED TWO DETAILS--ONE TO CHECK FOR SUITABLE QUARTERS, AND ONE TO FIND A MESS HALL--AND FOOD IF THERE IS ANY!

SOON...

DO *YOU* GUYS THINK CAP'S HANDLING THIS RIGHT?

DOES DOCTOR J PLAY ROUNDBALL, JUNIOR?

MEANWHILE, MANY HUNDREDS OF MILES DISTANT, YET ANOTHER MASSIVE STRUCTURE BROODS OVER A TERRIFYING TERRAIN --

--A FORTRESS CLAIMED, BY RIGHT OF POWER--

--BY THE MAN CALLED MAGNETO!

HOW STRANGE... HOW BIZARRE IS THIS ALIEN WORLD! TO THINK THAT HERE, IN THIS WEIRD, SECRET PLACE, THE FATE OF ALL EXISTENCE HANGS IN THE BALANCE!

I WONDER... DO THE OTHERS FEEL THE SAME SENSE OF *DESTINY* THAT I FEEL?

NOT LONG AGO, SUCH A THOUGHT WOULD HAVE NEVER OCCURRED TO ME--THAT THE HEARTS OF ORDINARY MEN MIGHT SHARE A FEELING WITH THE HEART OF ONE OF THE *HOMO SUPERIOR* RACE!

HOURS LATER, ELSEWHERE...

THEY'RE STILL NOT AFTER US, ARE THEY? YOU DON'T SEE THEM-- DO YOU, DOCTOR OCTOPUS?

MOLECULE MAN, I'M GETTING *SICK* OF YOUR WHINING!

I'M SICK OF ALL OF YOU!

RELAX! THERE'S OUR LITTLE HOME AWAY FROM HOME! WE CAN REST, REGROUP, AND FIGURE OUR NEXT MOVE!

GREETINGS! WELCOME TO *DOOMBASE!*

LOOK! IT'S DOCTOR DOOMWIMP!

I-- I THOUGHT KANG DESTROYED YOU!

LOOKS LIKE HE DIDN'T DO SUCH A GOOD JOB!

YEAH? WELL THAT CAN BE FIXED!

GET OUT OF OUR WAY, RUSTPOT-- OR I'LL TWIST YOUR TIN NOSE OFF!

WH-WHAT THE *ABSORBING MAN* MEANS IS THAT WE'D REALLY LIKE TO COME INSIDE! WE'RE EXHAUSTED! RIGHT, *WRECKER*?

NO, HE MEANT WHAT HE SAID!

DOCTOR OCTOPUS NOW RULES HERE, DOOM!

KRAACK!

I THINK NOT, OCTOPUS!

ULTRON! YOU REBUILT ULTRON?! HE SERVES YOU NOW--?

ABSOLUTELY INDESTRUCTIBLE...POWERFUL BEYOND MEASURE...ARMED WITH ALIEN ENERGIES WHICH EVEN THE ABSORBING MAN *CANNOT* ABSORB, AND NONE OF YOU CAN ENDURE...

...HE IS MINE TO COMMAND! AS ARE YOU!

AW! WHO GIVES A HOOT! I NEED A MEAL AN' SLEEP! YOU WANNA BE IN CHARGE, DOOM? OKAY BY ME!

THEN, BY ALL MEANS, *ENTER!*

INSIDE...

MOLECULE MAN... UH, MR. *REECE*, I BELIEVE IT IS? I TRUST YOU WERE NOT INCONVENIENCED.

WELL, BEING ABSOLUTE MASTER OF MOLECULES I CAN JUST ASSIMILATE MOLECULES WHEN I WANT, SO I NEVER HAVE TO BE HUNGRY, AND I CAN JUST SHOO AWAY DIRT MOLECULES, SO I'M ALWAYS NICE AND CLEAN-- BUT I *AM* TIRED!

I HAVE PREPARED A SPECIAL CHAMBER FOR YOU! I HOPE YOU LIKE IT!

IF NOT, I CAN ALWAYS RECONSTRUCT THE MOLECULES--!

WHY IS DOOMSY PLAYING UP TO THAT LITTLE JERK?

SHH! SURE HE'S A MILKSOP, BUT I FIGURE HE'S MORE POWERFUL THAN ALL OF US COMBINED! CONTROLLIN' MOLECULES, HE CAN DO *ANYTHING!*

THINGS ARE GOING TO BE OKAY, NOW, WITH DOCTOR DOOM IN CHARGE! I KNOW!

GRUB AND A SACK! THAT'S ALL I CARE ABOUT!

YOU HOLD THE CARDS, DOOM...

...BUT I'D LIKE TO KNOW YOUR PLANS-- AND WHAT HAPPENED TO *GALACTUS*

GALACTUS?

THERE! HE STANDS ON A MOUNTAINTOP, THUS, OVER FOUR THOUSAND MILES DISTANT! HIS PURPOSE? I KNOW NOT ...THOUGH I HAVE SUSPICIONS!

AND AS FOR MY PLANS, SUFFICE IT TO SAY THAT THE FORCES OF DOOM WILL TRIUMPH!

REST NOW, OTTO OCTAVIUS!

SOMETHING TELLS ME HE'S GOT AMBITIONS THAT DWARF MERELY TRIUMPHING IN THE BEYONDER'S LITTLE CONTEST! THE QUESTION IS WHETHER HE WILL DESTROY US IN TRYING TO ACHIEVE THEM--

--OR IMMEDIATELY AFTER FULFILLING THEM?!

SOME TIME LATER, AS THE ALIEN SEMBLANCE OF NIGHT SHROUDS THE FORTRESS - HEADQUARTERS OF THE HEROES --

--A LONE FIGURE RIDING MAGNETIC LINES OF FORCE SILENTLY APPROACHES...

NO BARRIER DENIES HIM ENTRANCE! SHEER MAGNETIC POWER REACHES INSIDE, SILENCING ALARMS AND OPENING PORTALS FROM WITHIN--

--AND, THUS, **MAGNETO** STALKS THE SLUMBERING COMPLEX...

HOW CONVENIENT THAT THE BEYONDER ARRANGED FOR THIS WORLD TO HAVE NIGHTS AND DAYS APPROXIMATING THOSE ON EARTH!

MEANWHILE, ELSEWHERE IN THE FORTRESS...

WHAT'S WRONG, *WASP?*

I'D BE HAVING TEA IN MY STUDIO NOW, JENNY...AND LUNCH ON MY PATIO TOMORROW...

THIS...UM... SITUATION WE'RE IN...IS KIND OF... MUCH, YOU KNOW? I FEEL THERE'S JUST A LITTLE THIN WALL INSIDE ME HOLDING BACK A FLOOD OF DESPAIR!

MY SHE-HULK BLUSTER ASIDE, JAN, I GOTTA TELL YOU IT'S ALL *I* CAN DO TO HOLD IT TOGETHER! REALLY!

IT HELPS TO KNOW THAT, JENNIFER! THANKS...

AT THAT MOMENT...

THERE IT IS--! THE *POWER CORE* WHICH ENERGIZES THIS ENTIRE INSTALLATION!

THIS SHOULD SERVE MY PURPOSE!

AGAIN, ELSEWHERE...

...I WAS ON MY HONEYMOON! I WASN'T EVEN WEARING MY COSTUME WHEN I VANISHED, BUT I ARRIVED IN IT!

INTERESTING, *CYCLOPS!* PROFESSOR X SAID HE WASN'T IN HIS WHEELCHAIR WHEN HE DISAPPEARED, THOUGH HE ARRIVED HERE IN IT! IT'S AS THOUGH THE BEYONDER "FIXED" LITTLE THINGS THAT SEEMED TO BE WRONG, OR MISSING!

I WOULDN'T DOUBT THAT HE FILLED UP THE WEB-SHOOTER DEVICES SPIDER-MAN WEARS ON HIS WRISTS FOR HIM, TOO!

I DON'T KNOW ABOUT YOU, RICHARDS, BUT MORE THAN ANGRY OR AFRAID, I FEEL *CHEATED!* I-- I WAS ON THE VERGE OF REAL *HAPPINESS...*

I NEVER HAD MUCH...

CAN'T WATCH THE METS GAME, SO'S I MIGHT AS WELL TAKE A LITTLE STROLL.

WELL, LOOKEE HERE! STRETCHO AND THAT SKINNY X-MEN KID, CYCLOPS! MEBBE I'LL JUST...

I-- EXCUSE ME, RICHARDS! I'M BABBLING LIKE A FOOL...

IT'S ALL RIGHT, SON! CONSIDERING THE CIRCUM-STANCES, WHY NOT? WHEN YOU'RE DONE, I'LL TAKE MY TURN! I MISS MY WIFE, TOO ...*TERRIBLY!*

THANKS, GUYS!

I ALMOST MANAGED TO FERGET THAT I PROBABLY AIN'T EVER GONNA SEE *ALICIA* AGAIN...

...AN' THAT IT'S PROBABLY BEST FOR HER THAT WAY!

AND...

HMM...YES...IT WILL BE VERY EASY TO MANIPULATE THE FLUX OF THIS FUSION GENERATOR--

--CREATING AN IMPENDING CATASTROPHE-- A DIVERSION WHICH SHOULD BRING MOST OF THE HEROES RUNNING HERE!

WHICH WILL MAKE IT SIMPLE TO ACCOMPLISH MY GOAL!

ELSEWHERE...

YOU MEAN IT DOESN'T SHAKE YOU, TORCH, BEING HERE? WHAT IF WE DON'T GET HOME?

THE FANTASTIC FOUR HAVE BEEN OFF ON SPACE MISSIONS A COUPLE OF TIMES, SPIDER-MAN! WE'LL GET BACK! BELIEVE ME!

HEY, WAIT--! SOMETHING'S WRONG! I SENSE DANGER --OVER *THERE!*

THAT'S THE *POWER PLANT!*

FLAME ON!

I'LL GO CHECK IT OUT, TORCHIE!

AND I'LL DRUM UP SOME REINFORCEMENTS!

UNLESS YOU WANT ME TO COME WITH YOU, WEBS. I MEAN, LET'S FACE IT, YOU'RE USED TO HANDLING MUGGERS! THIS IS HIGH STAKES...

I CAN TAKE CARE OF MYSELF, MATCHSTICK... BUT... UH, *HUSTLE*, WILLYA?

WHAT'S *THAT?*

IT'S THE *FF* SIGNAL! THERE MUST BE TROUBLE AT THE POWER DOME!

IN SECONDS...

WA-HOO-HOO!

GUYS! IT'S MAGNETO!

YEAH, WE FIGURED THAT OUT, KID!

CLONG!

RAKK!

THERE HE IS! GRAB HIM!

NO! LOOK OUT! HE'S TOPPLING THOSE EQUIP-MENT BANKS!

NONE MAY TOUCH THE PERSON OF MAGNETO!

IRON MAN! SHE-HULK! THING! BRACE THAT STUFF UP OR WE'LL BE CRUSHED!

THOOM!

THIS IS NOT WORKING OUT AS I'D PLANNED! NO MATTER!

THAT WILL HOLD THEM UNTIL MY BUSINESS HERE IS FINISHED!

RIP!

HEY, MAGGIE! I AIN'T DONE TRYIN' TO LAY MY DAINTY LITTLE PAWS ON YOU YET!

ME, NEITHER! IT'S A CINCH TO SLIP THROUGH DEBRIS LIKE THAT AT WASP SIZE!

YOU ARE, OF COURSE, CORRECT, MADAM! I SHALL HAVE TO PACK DEBRIS *MUCH* MORE TIGHTLY AROUND YOU IN ORDER TO CONTAIN YOU!

OH! GOODNESS!

PERHAPS I SHOULD ABANDON MY FIRST PLAN! I HAVE A BETTER ONE-- NOW THAT I'VE CAPTURED THE WASP!

THAT WAD O' METAL'S SLOWING HIM DOWN! HE'S A SITTING DUCK! A FEW MORE STEPS AN' I'LL JUMP UP RIGHT ON HIS BACK!

OH, NO!

I'VE CHANGED FROM THE THING BACK TO PLAIN *BEN GRIMM!*

BUT *HOW? WHY--?*

MOMENTS LATER...

BEN! YOU'RE HUMAN AGAIN! BUT--

DON'T ASK ME, STRETCHO! IT JUST HAPPENED!

I'M HUMAN AGAIN! HUMAN!!

IT TOOK US TOO LONG TO GET OUT OF THAT MESS! MAGGIE'S GONE--WITH THE WASP!

I GUESS THAT SETTLES WHOSE SIDE HE'S ON! AND I HOPE EVERYONE NOTICED THAT NONE OF THE *X-MEN* SHOWED UP TO FIGHT HIM!

BELAY THAT, CAPTAIN MARVEL!

LET'S KEEP OUR MINDS ON SOLVING PROBLEMS, NOT CREATING MORE!

ARE WE GOING AFTER HIM, OR WHAT?

WE'VE GOT OTHER TROUBLES TOO, HAWKEYE!

FROM WHAT DOCTOR BANNER AND I DISCOVERED USING THESE SENSOR SCREENS, WE *CAN'T* GO AFTER MAGNETO IN FORCE NOW--

--BECAUSE WE'RE GOING TO HAVE OUR HANDS FULL RIGHT HERE VERY SOON!

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TEMPEST WITHOUT, CRISIS WITHIN!

DOMINATING A BIZARRE, ALIEN PLAIN, A MENACING STRUCTURE FAR MORE MASSIVE THAN ANY ON EARTH STANDS!

IT IS A FORTRESS OF AWESOME STRENGTH! YET, IT SHUDDERS AS THOUGH MADE OF STRAW BEFORE THE INCOMPREHENSIBLE POWER OF THE **STORM** -- A STORM WHOSE FURY WOULD TEAR A MORTAL LIMB FROM LIMB IN AN INSTANT!

FAR MORE DANGEROUS THAN THE STORM OUTSIDE THE FORTRESS, HOWEVER, IS THE MAN WITHIN!

JIM SHOOTER ——— WRITER
MICHAEL ZECK ——— PENCILER
JOHN BEATTY ——— INKER
CHRISTIE SCHEELE - COLORIST
TOM DeFALCO ——— EDITOR

SUCH IS THE TERRIFYING, MAJESTIC MIGHT OF THE MAN CALLED MAGNETO...

WONDROUS... INSPIRING...

BUT "LET THE STORM RAGE EVER STRONGER!"

I HAVE A *GUEST* TO ATTEND!

A BURST OF MAGNETIC FORCE STREAMS FORTH FROM THE MUTANT MASTER OF MAGNETISM--

--SNAKING THROUGH LABYRINTHINE CORRIDORS TO A VAST HANGAR DEEP IN THE BOWELS OF THE FORTRESS, WHERE A MAKESHIFT METALLIC **PRISON** HOVERS SUSPENDED MAGNETICALLY IN MIDAIR!

THE FORCE-BOLT **STRIKES**, FREEING A TINY CAPTIVE--

KLUNGG!

--WHO FLUTTERS HELPLESSLY TO THE FLOOR...

SHAKEN AND SHORT OF BREATH THE AVENGER KNOWN AS THE **WASP** LIES STILL FOR ACHING MOMENTS...

THEN...

THIS--THIS ISN'T *OUR* HEADQUARTERS COMPLEX! I GUESS IT'S MAGNETO'S LAIR!

MAYBE IT'LL LOOK LESS FOREBODING AT *NORMAL* SIZE!

NOPE!

WONDER WHY HE TURNED ME LOOSE *BEFORE* I SUFFOCATED?

HMP! I'LL HAVE TO REMEMBER TO ASK HIM THAT WHEN I FIND HIM--AND I AM VERY *DEFINITELY* GOING TO FIND HIM! YES, INDEED!

SOON...

AH! GOOD EVENING, MISS VAN DYNE--OR DO YOU PREFER TO BE CALLED *WASP*?

DO NOT BOTHER TRYING TO ATTACK ME, MY DEAR! MY PERSON IS MAGNETICALLY SHIELDED!

WELL, LA-DE-DA!

YOU THINK I HAVE TO STRIKE AT YOU DIRECTLY TO HURT YOU, MONSTER?

WHAT--?

I CAN BRING THIS WHOLE ROOM DOWN ON TOP OF YOU WITH MY WASP'S STING, MAGNETO! WOULD THAT INCONVENIENCE YOU?

HMM?

THAT WOULD MAKE US BOTH QUITE UNCOMFORTABLE! THE WEATHER OUTSIDE IS... DEADLY!

SINCE NEITHER OF US CAN LEAVE HERE FOR QUITE SOME TIME, I SUGGEST A *TRUCE!*

I WANT TO TALK! THAT IS THE REASON I BROUGHT YOU HERE!

YOU HAVE A VERY OBNOXIOUS WAY OF ARRANGING A CONVERSATION... BUT, ALL RIGHT, IT'S YOUR NICKEL! TALK!

FIRST, I APOLOGIZE FOR THE SUFFERING I CAUSED YOU!

YOU ARE OBVIOUSLY A WOMAN OF INTELLIGENCE AND UNDERSTANDING AS WELL AS GREAT BEAUTY--

--AND I AM *NOT* THE MONSTER YOU BELIEVE I AM--

--WHICH IS PRECISELY WHAT I WISH TO DISCUSS!

OH? MY INTELLIGENCE, UNDERSTANDING AND BEAUTY OR YOUR NON-MONSTERHOOD?

WHY... BOTH!

MEANWHILE, MANY HUNDREDS OF MILES DISTANT, ANOTHER, STILL MORE ENORMOUS CITADEL-- ONE ROUGHLY THE SIZE OF **CHICAGO**--ALSO QUAKES BEFORE THE WRATH OF THE STORM...

AND, INSIDE THIS AWESOME EDIFICE, LAID CLAIM TO BY THE **SUPER HEROES**...

NICE DAY, HUH, *TORCH*?

IT'S LIKE--ALL THE HURRICANES ON EARTH FOR A THOUSAND YEARS ROLLED INTO ONE, BEN!

EVEN AS THE *THING*,* I DOUBT THAT YOU'D LAST A MINUTE OUTSIDE IN THAT!

*BEN GRIMM, A.K.A. THE THING, MYSTERIOUSLY REVERTED TO HUMAN FORM LAST ISSUE.

LISSEN, TORCHIE, JUST GIMME SOME GALOSHES AND A RAIN HAT, AND--

BEN, LOOK! THAT PEAK!

CRIPES! IT'S BIG ENOUGH TO GET ITS OWN ZIP CODE--! AN' IT'S COMIN' RIGHT AT US!

BEN...IT'S GOING TO FLATTEN THIS WHOLE PLACE! WE DON'T HAVE A *CHANCE*--!

BUT, AT THAT MOMENT, OUTSIDE...

ODD'S BLOOD!

BY THE ALL-FATHER'S GRACE, LET THE STRENGTH OF *THOR* BE ENOW--!

AND LET MINE AIM BE TRUE!

KRAK-A-

BOOOM!

AS THE MIGHTY HAMMER MJOLNIR RETURNS, AS ALWAYS, TO THE HAND OF THE THUNDER GOD--

--HE SMILES...

HIS EXULTATION IN THE UNBRIDLED FURY OF THE ELEMENTS IS ONLY REDOUBLED BY THE FLUSH OF VICTORY...

MEANWHILE, INSIDE...

PUT THAT DUMB EXPLOSIVE ARROW AWAY, *HAWKEYE!* AS IF IT WOULD HAVE DONE ANY GOOD AGAINST THAT GIBRALTAR-SIZED ROCK ANYWAY--!

YOU'D BE AMAZED AT WHAT THIS ARROW CAN DO, *SHE-HULK!*

HUH! WE'RE ON *ANOTHER PLANET,* WITH MORE WEIRD STUFF PER SQUARE INCH THAN THE *SUNSET STRIP*--AND YOU THINK SOME TRICK ARROW IS GOING TO AMAZE ME?

WHAT *I* THINK, GREENIE, IS THAT YOU'RE... YOU'RE... AW... FORGET IT...

ALL I CAN THINK ABOUT IS MY NEW BRIDE! I MISS HER...YOU KNOW?

I--I DON'T WANNA *BE* HERE... I WANNA BE *HOME...*

ELSEWHERE, AS *IRON MAN* AND *CAPTAIN MARVEL* CHECK FOR DAMAGE...

IN THAT WIND THE RAINDROPS MUST HIT LIKE .44 MAGNUM SLUGS--! THE THUNDER *ALONE* WOULD KILL A NORMAL, UNPROTECTED MAN--! TELL ME, WOMAN, HOW CAN THOR SURVIVE THAT?

HE'S TOUGH!

HE'S A CARD-CARRYING THUNDER GOD, RIGHT? ISN'T HE, LIKE, IN CHARGE OF WEATHER? WHY DOESN'T HE STOP THE STORM?

I THINK HE *LIKES* IT! HE'S PROBABLY ENCOURAGING IT!

ENCOURAGING...IT?

COME ON, SLOWPOKE!

NO WAY, BABE! MY ARMOR'S BUILT-IN JET SKATES CAN'T KEEP UP WITH YOUR LIGHT FORM EVEN AT YOUR LOWEST SPEED! I'LL CHECK OUT THE NEXT LEVEL!

AND, IN THE COMPLEX'S VAST CENTRAL COMMUNICATIONS CHAMBER, WHERE THE *HULK*, *CAPTAIN AMERICA*, AND *MISTER FANTASTIC* CONFER...

SHE-HULK MOVED THAT 30-TON PARTICLE ACCELERATOR TO THE POWER PLANT, CAP! ONCE I INSTALL THIS MODULATOR, ALL THE DAMAGE DONE BY MAGNETO* WILL HAVE BEEN REPAIRED!

GREAT, HULK! HOW'S YOUR WORK GOING, REED?

I WISH I HAD LONGER TO STUDY THIS FORTRESS'S ALIEN TECHNOLOGY! I'VE BARELY BEGUN TO FIGURE OUT HOW TO OPERATE THESE MONITORS--I'M STILL NOT CERTAIN HOW THEY WORK!

DESPITE THE WEATHER, I'VE MANAGED TO KEEP TABS ON *GALACTUS*, WHO'S STILL KEEPING HIS MYSTERIOUS VIGIL ATOP THAT DISTANT PEAK--COMPLETELY OBLIVIOUS TO THE STORM!

ALSO, I'VE KEPT THE VILLAINS' HEADQUARTERS IN FOCUS! THERE SEEMS TO BE AN *AURA* AROUND IT--PERHAPS A MANIFESTATION OF A POWER-ABSORPTION PROCESS! THEY MAY BE SOMEHOW TAPPING THE ENERGY OF THE STORM!

HMM... I'D LOVE TO KNOW WHAT THEY'RE UP TO! AT LEAST, THOUGH, WE'LL HAVE SOME WARNING IF THEY ATTACK! WE CAN SEE EVERYTHING OUTSIDE OF THEIR CITADEL!

* LAST ISSUE -- DURING THE FORAY IN WHICH HE KIDNAPPED THE WASP!

EVERYTHING EXCEPT WHAT I REALLY *WANT* TO SEE... MY SON... MY WIFE...

SHE'S *PREGNANT*, ISN'T SHE, REED? THOUGH WE'D BE IN DEEP TROUBLE WITHOUT YOU, I'D GIVE ANYTHING FOR YOU TO BE WITH HER NOW!

PART OF ME IS, CAP... PART OF ME IS...

I WISH YOU WERE HOME, TOO, RICHARDS-- TO SPARE US YOUR MAUDLIN WHIMPERING!

YOU THINK I DON'T MISS MY WOMAN? IT JUST MAKES ME WANT TO CRUSH THE ENEMY THAT MUCH *MORE*... AND GET IT OVER WITH!

YOU'LL GET YOUR CHANCE, HULK-- SOON!

WE HAVE *FIVE* OF OUR FOES CAPTURED AND IMPRISONED! WE HOLD THE EDGE-- A BIG EDGE!

I FIGURE THEY'LL GAMBLE ON ONE, DESPERATE, ALL-OUT ATTACK... PROBABLY AS SOON AS THE STORM BREAKS!

BUT IF WE'RE READY! IF EACH OF US DOES HIS DUTY AND PULLS HIS WEIGHT, OUR ADVANTAGE IN STRENGTH WILL GUARANTEE VICTORY!

YOU SET A HIGH STANDARD FOR ALL OF US, CAP! I PRAY THAT NO ONE FALLS SHORT!

CAP... IF YOU DON'T MIND...

NOT AT ALL! GO AND RELAX, REED! THE HULK AND I WILL TAKE TURNS STANDING WATCH!

AND...

NOW, THERE GOES A MAN WHO LOOKS REALLY DEPRESSED!

I DON'T BLAME HIM! THIS ISN'T EXACTLY A DAY AT THE BEACH FOR ANY OF US! IT SENDS LITTLE CHILLS UP MY SPINE WHENEVER I THINK HOW FAR AWAY FROM EARTH WE ARE! BRRRR!

OH, WELL... MIGHT AS WELL *TRY* TO MAKE MYSELF AT HOME! THIS PLACE WAS MADE FOR WEB-SWINGING--! ALL THESE PIPES AND TUBES AND DOO-HICKEYS...

WONDER WHAT THEY'RE *REALLY* FOR? THEY COULDN'T BE HERE JUST FOR THAT FRIENDLY OL' NEIGHBORHOOD SPIDER-MAN, ME-- COULD THEY?

NAH!

SOON...

GEEZ, IF I SEE ANOTHER ROOM BIGGER THAN THE WORLD TRADE CENTER... OR ANOTHER GIANT GIZMO THAT LOOKS LIKE A COSMIC CUISINART...

WELL WELL, WHAT HAVE WE HERE...

HMM... THE *X-MEN* HAVE STAKED OUT THEIR OWN PRIVATE LITTLE *HQ!* RATHER ANTI-SOCIAL OF THEM...

BOY, IT'S STILL WEIRD SEEING PROFESSOR XAVIER NOT IN A WHEELCHAIR--!

WHATEVER THEY'RE YAKKING ABOUT IS NONE OF MY BUSINESS, SO BEFORE THEY NOTICE ME, I'LL JUST BE ON... MY... WAY... HMM...

...WE *MUST* TAKE MATTERS INTO OUR OWN HANDS! WE DO NOT BELONG HERE!

AH'LL SAY! AH ONCE TUSSLED WITH THE *AVENGERS!* THEY ALL DON'T LIKE ME A BIT-- AN' THEY'RE POWERFUL SUSPICIOUS OF WHAT I'M DOIN' HERE WITH YOU ALL!

ROGUE IS AN X-MAN, NOW! ANYBODY GIVES HER A HARD TIME, I'LL SLICE 'EM TO RIBBONS!

CONTROL YOURSELF, *WOLVERINE!* THE LAST THING WE NEED BEFORE WE LEAVE IS AN *INCIDENT...*

MUST IT EVER BE SO, THAT NORMAL MEN--EVEN THOSE NOT-SO-NORMAL--FEAR AND HATE US BECAUSE WE ARE *MUTANTS?*

LET THEM! BUT, THEN, LET THEM ALSO BEWARE! WE WILL BEAR NO OPPRESSION...

ENOUGH! THE DISCUSSION IS ENDED! PREPARE YOURSELVES--WE GO TO JOIN *MAGNETO!*

WAIT! I SENSE... AN EAVESDROPPER! *SPIDER-MAN!*

CRASH

YEAH, I HEARD WHAT YOU GUYS WERE SAYING...

WHAP!

UFF!

...AND I DIDN'T LIKE IT! AND I'M GOING TO RAT ON YOU!

COME *HERE*, PUNK! SETTLE DOWN AND LISTEN-- OR I'LL *HURT* YOU--AND *THEN* YOU'LL LISTEN!

I HAVE HIM, WOLVERINE-- *GGGLMPH!*

CHUBBY CHANCE, SLOW-POKE!

WHA--? MISSED! *COLOSSUS!*

YOU WEBBED IDIOT! WE CAN EXPLAIN--!

TELL IT TO THE MARINES, TURKEY! I HEARD ENOUGH!

HE'S TOO FAST FOR US! IN THE OPEN AIR, I COULD BRING THE FULL FURY OF THE SKIES TO BEAR AGAINST HIM, BUT HERE IN THESE CLOSE QUARTERS...

ROGUE! BREAK FREE! SURELY, HIS WEB CAN'T HOLD *YOU!*

AH'M *TRYING*--! BUT IT'S STRONGER THAN STEEL CABLE!

I'LL GET HIM! I'M AS FAST AND AGILE AS *HE* IS!

NOT ON THE BEST DAY OF YOUR LIFE, NIGHTCRAWLER!

NOW, WHY IS MY SPIDER-SENSE TINGLING? IS THAT YOU AGAIN, WOLVIE?

DUMMY! *NOBODY* CAN SNEAK UP ON ME--!

THOSE PIGSTICKERS MAY SCARE THE BAR ROOM BULLIES, BUT TO ME YOU'RE A *JOKE!*

SWAT!

HIS STRENGTH--! HIS SPEED--! UNBELIEVABLE! HE IS *AWESOME!*

HE'S GETTING AWAY!

WE'RE LUCKY THAT'S ALL HE WAS TRYING TO DO! HE REALLY CLOBBERED US!

HE MADE US LOOK LIKE FOOLS--! LIKE AMATEURS!

SPIDER-MAN, WAIT! IT'S NOT WHAT YOU THINK! I SAID *STOP*, MISTER!

AND LET YOU ZAP ME WITH YOUR CONCUSSION BEAMS, CYCLOPS? SU-U-RE!

SEEYA!

SECONDS LATER...

RICHARDS--!

HM? SPIDER-MAN!

WHAT'S WRONG, SON? CALM DOWN! IT CAN'T BE--

LISTEN TO ME! WE'VE GOT TO...

...TO...WHAT? I-- I FORGET! WHAT *WAS* IT?

I GUESS IT COULDN'T HAVE BEEN TOO IMPORTANT!

UH... WHAT WAS THAT ALL ABOUT, REED?

I'M NOT SURE, CYCLOPS!

MEANWHILE, BACK AT THE X-MEN'S QUARTERS...

I RECOVERED JUST IN TIME! WE ARE FORTUNATE THAT SPIDER-MAN DID NOT WISH TO SERIOUSLY INJURE ME WHEN HE PUT ME OUT OF ACTION!

AS MUCH AS I DESPISE USING MY PSIONIC ABILITIES TO FORCIBLY RE-ORDER ANOTHER'S MIND, THERE IS TOO MUCH AT STAKE HERE TO FALTER NOW!

AND THERE IS NO ESCAPE FROM *MY* POWER!

ELSEWHERE...

NO DOUBT THE PRESSURE IS GETTING TO SPIDER-MAN A LITTLE! IT'S NOT LIKE HIM TO CRACK! CONSIDERING WHAT WE'RE FACING HERE, THOUGH...

THE WORST THING FOR ME IS THINKING ABOUT MY WIFE BACK HOME, NOT KNOWING WHAT HAPPENED TO ME, WHETHER I'M DEAD OR ALIVE!

WE KNOW SO LITTLE ABOUT SPIDER-MAN! MAYBE HE HAS A SIMILAR SITUATION...

POSSIBLY! I SUSPECT WE'LL NEVER KNOW!

CYCLOPS! RETURN AT ONCE!

WHOA! IT WASN'T NECESSARY TO FRY MY BRAIN WITH YOUR TELEPATHIC SUMMONS, PROFESSOR! I'M COMING!

EXCUSE ME, REED!

PROFESSOR X HASN'T ASSERTED HIMSELF LIKE THIS FOR YEARS! HE'S ACTING LIKE HE DID BACK WHEN HE FIRST FORMED THE X-MEN-- FIRM, AUTHORITATIVE, *DECISIVE--!*

NOW THAT HE'S NO LONGER CONFINED TO A WHEELCHAIR, I WONDER IF HE PLANS TO LEAD US INTO BATTLE?

AND IF HE DOES... WILL HIS LACK OF EXPERIENCE IN FRONT-LINE COMBAT BRING US TO *DISASTER?*

AND...

I HAVE LEARNED HOW TO OPERATE THIS VESSEL! IT RESPONDS TO THOUGHT COMMANDS OF SUFFICIENT POWER! APPARENTLY IT WAS CONSTRUCTED BY A RACE OF TELEPATHS!

DESPITE THE STORM, WE LEAVE AT ONCE, MY X-MEN--!

DESTINATION-- MAGNETO'S FORTRESS!

AT THAT MOMENT, IN THE LAIR OF MAGNETO...

I AM NOT *INTERESTED* IN AN ALLIANCE!

VERY WELL, THEN, MAGNETO--! BUT BE WARNED! IF YOU DO NOT SERVE ME, I MUST CONSIDER YOU AN ENEMY!

I CHOOSE TO MAKE MY OWN WAY, DOOM!

SO BE IT! KNOW YOU THEN, THAT YOUR CHOICE IS IRREVOCABLE -- AND YOU WILL LIVE TO REGRET IT!

SECONDS LATER...

WHERE DID YOU GO? IS SOMETHING WRONG?

IT WAS NOTHING, JANET...

...NOTHING AT ALL!

WELL, I'M GLAD YOU'RE BACK! IT'S...EERIE HERE ALONE, THE WAY THE STORM IS SHAKING THIS PLACE!

YOU *MISSED* ME? NOW THAT IS ENCOURAGING!

UM...DON'T BE *TOO* ENCOURAGED, MAGNUS... I MEAN...

WHY NOT? HAVE WE NOT REACHED THE BEGINNINGS OF AN UNDERSTANDING?

THE *BEGINNINGS*, MAYBE...

WE AGREE THAT WHEN MY EYES MEET YOURS THAT THERE IS SOMETHING...ELECTRIC!

I DON'T REMEMBER AGREEING TO THAT!

BUT IT IS *TRUE*, IS IT NOT?

HEY--! MMM-M!

THE STORM HAS GRANTED US A BRIEF INTERLUDE OF PEACE HERE ON THIS WORLD OF SUDDEN DEATH--! LET US NOT DENY OUR DESIRES!

NO... NO... NO...

THERE IS SO LITTLE TIME, JANET--!

OH...I-I GUESS...I SUPPOSE IT'S...OH, WHY NOT?

YOU HAVE THE ICIEST BLUE EYES I'VE EVER SEEN, MAGNUS...

...AND I GUESS...THE "EYES" HAVE IT!

MEANWHILE, IN THE MASSIVE FORTRESS NAMED ***DOOMBASE*** *BY ITS ABSOLUTE MASTER--*

--DOCTOR DOOM STRIDES PURPOSEFULLY ACROSS A VAST EQUIPMENT-LINED CHAMBER OFF-LIMITS TO ALL SAVE HIMSELF--

--AND THE SUBJECTS OF HIS MACHINATIONS...

MAGNETO'S FOOLISH REFUSAL TO PLEDGE HIMSELF TO MY SERVICE IS...DISAPPOINTING... BUT NOT SURPRISING!

WITH POWER SUCH AS *HIS* AT MY COMMAND, VICTORY WOULD COME SWIFTLY!

DENIED HIS POWER, IT IS EVEN MORE IMPERATIVE THAT I TAKE *OTHER* STEPS TO STRENGTHEN MY FORCES!

ALL IS READY--! THIS ALIEN TECHNOLOGY, SO RICH, SO SUBTLE... SO EASILY HARNESSED TO SERVE MY PURPOSE...

ENERGY, TAPPED FROM THE RAGING TEMPEST...

AND TWO MORTAL SUBJECTS WHO DARE TO GAMBLE FOR *POWER*--KNOWING THAT TO LOSE IS DEATH, FOR TRULY, HERE I SHALL TEST THE LIMITS OF POWER A HUMAN BODY CAN CONTAIN!

WITH THE THROWING OF A SWITCH... *SO*-- THE DIE IS CAST!

HEAR ME--! POWER MUST BE *SEIZED*--! CRAVE IT! WELCOME IT! DRINK IT IN, DESPITE THE PAIN... OR IT WILL DESTROY YOU.

MOMENTS LATER...

YOU WERE RIGHT, DOCTOR! I *DID* IT! ALL THAT POWER IS INSIDE ME NOW--

--BUT I CAN'T BEGIN TO TELL YOU HOW STRANGE IT FEELS!

I CAN CHANGE BACK TO HUMAN, CAN'T I? YOU SAID I'D BE ABLE TO!

I DON'T WANT TO CHANGE-- *EVER!* I'M AT LEAST A FOOT-AND-A-HALF TALLER--AND STRONG!

SO THIS IS WHAT IT IS TO BE STRONG! ALL MY LIFE I'VE DREAMED OF THIS!

WHERE ARE THE NEW *CLOTHES* I DESIGNED? I CAN'T WAIT TO PUT THEM ON!

RIGHT HERE, MISS MacPHERRAN!

NO! I AM NOT "SKEETER" MacPHERRAN ANYMORE! I WANT A NEW NAME--SOMETHING FLASHY, LIKE THE OTHERS WHO SERVE YOU, DOOM!

THAT WILL WAIT! FIRST, MISS ROSENBERG--YOU *CAN* REVERT BACK TO HUMAN FORM AT WILL. IT WAS NO EASY TASK TO PROVIDE FOR YOUR MUTATION TO BE REVERSIBLE! BUT OTHERWISE, YOU COULD NOT EAT OR SLEEP, AND YOUR USEFUL LIFE TO ME WOULD HAVE BEEN SHORT, INDEED!

IN THIS FORM, YOUR BODY IS COMPOSED MOSTLY OF IONIZED *PLASMA*--LIKE THE CORE OF A STAR!

YOU CAN RADIATE THERMAL ENERGY FROM YOUR SKIN AT WILL! *DO* SO... NOW!

YES! YES, I *CAN!*

I CAN FEEL HEAT, JUST *MILLIONS* OF DEGREES HOT, SWIRLING AROUND INSIDE OF ME-- AND I CAN CONTROL IT!

I--I DON'T UNDERSTAND HOW I CAN STILL BE ALIVE, ALL MOLTEN, SEETHING AND LIQUID INSIDE LIKE-- LIKE A VOLCANO!

HEY, I WANT A TRADE NAME TOO, DOCTOR--JUST LIKE SKEETER DOES! I WANT TO BE CALLED *VOLCANA!*

TITANIA! LIKE A TITAN--! THAT'S WHAT I WANT TO BE CALLED! I'LL CLEAR AWAY THE SLAG FOR YOU, DOOM!

BE CAREFUL! IT IS STILL RED HOT!

THE WAY I FEEL, *NOTHING* CAN HURT ME! LOOK HOW STRONG I AM!

DO NOT DECEIVE YOURSELF! YOU CAN BE HURT...THOUGH NOT EASILY!

BAH! THIS THING IS TOO SMALL, TOO *LIGHT!* IT'S NO CHALLENGE!

GIVE ME SOMETHING TO CRUSH, TO LIFT TO *TEST* MY STRENGTH!

SOON, MY DEAR, YOU WILL PROVE YOUR MIGHT IN COMBAT! BE PATIENT!

COME!

SOON...

I HAVE SUMMONED YOU HERE TO INTRODUCE OUR TWO NEW RECRUITS-- *VOLCANA* AND *TITANIA!*

LADIES, THAT IS THE ROBOT *ULTRON*-- MY INDESTRUCTIBLE, ALL POWERFUL BODYGUARD!

THE OTHERS ARE THE *WRECKER*... *DOCTOR OCTOPUS*... THE *ABSORBING MAN*... AND THE *MOLECULE MAN!*

WHERE DID *THEY* COME FROM? I THOUGHT WE WAS THE ONLY ONES ON THIS PLANET EXCEPT FOR CAPTAIN AMERICA'S JERK SQUAD!

WHO KNOWS? I WOULDN'T PUT IT PAST DOOMSIE TO BUILD BROADS FROM *SCRATCH!*

OCTOPUS! ULTRON! GO AT ONCE TO THE 417th LEVEL HANGAR DECK AND PREPARE ASSAULT VEHICLES! THE STORM WILL BREAK AT DAWN -- THEN WE *STRIKE!*

YOU! ABSORBING MAN! YOU LOOK LIKE THE TOUGHEST MAN HERE!

GET UP!

KWAAM!

WHATCHA GOT IN MIND?

I'M GOING TO DO ANYTHING I WANT TO YOU! EVERYTHING I ALWAYS WANTED TO DO TO EVERYBODY WHO USED TO BE BIGGER AND STRONGER THAN ME!

MAYBE I'LL JUST PLAY WITH YOU... OR MAYBE I'LL MAKE YOU EAT DIRT... OR MAYBE...

WOMAN, IF YOU GOT SOMETHIN' TO PROVE, PROVE IT TOMORROW AGAINST THE GUYS WE'RE FIGHTIN'!

YOU'RE BACKING DOWN?

NOPE! I JUST AIN'T GETTIN' UP! I GOT NOTHIN' TO PROVE... TO A DAME!

HEY, MISSY, IF YOU WANT TO LIP-RASSLE, I'M GAME!

I'LL SHOW YOU... TOMORROW!

KA-3. WAM!

HAW, HAW, HAW!

BOY, I HATE THAT! I HATE ALL THAT CRASHING AROUND! I JUST CAN'T STAND VIOLENCE!

REALLY? YOU? THE INFAMOUS *MOLECULE MAN?*

I'VE ALWAYS WANTED TO MEET YOU! YOU'RE ...DIFFERENT THAN I EXPECTED!

YEAH, I KNOW... SHORTER, RIGHT?

NO! MORE... *SENSITIVE,* I GUESS!

HEY! YOU'RE TURNING HUMAN!

YEAH! I JUST FIGURED OUT HOW TO DO THAT!

SO YOU THINK I'M SENSITIVE, HUH? MY THERAPIST SAYS THAT, TOO! I'VE BEEN SEEING A THERAPIST EVER SINCE THE AVENGERS TALKED ME OUT OF DESTROYING THE EARTH...

LOOK AT THE STORM! ISN'T THAT IMPRESSIVE?

NAH! IT'S ONLY MOLECULES INTERACTING, YOU KNOW, AND I CONTROL MOLECULES! I COULD DISPERSE THE STORM...

BUT MY THERAPIST SAYS THAT I SHOULD LET THINGS TAKE THEIR NATURAL COURSE, SO I WON'T!

UNLESS DOOM ASKS ME TO! NOW, *HE'S* IMPRESSIVE! HE ALWAYS KNOWS WHAT TO DO!

I KNOW WHAT YOU MEAN! SUCH CHARISMA--!

I DON'T THINK MY THERAPIST WOULD APPROVE OF HIM OR THIS WAR! I CAN'T HELP *BE-LIEVING* IN DOOM, THOUGH -- AND IF HE WANTS TO WIN THIS WAR, I'M GOING TO HELP HIM!

EVEN IF IT MEANS RIPPING THIS WHOLE PLANET APART!

MEANWHILE, DEEP IN THE BOWELS OF THE HEADQUARTERS OF THE SUPER HEROES, AN IMPOSING FIGURE STRIDES THROUGH THE CAVERNOUS PRISON HALL--

-- PAST THE BLOCK OF CELLS WHERE *PILEDRIVER*, *BULLDOZER*, *THUNDERBALL*, AND *KANG THE CONQUEROR* ARE HELD IN PSYCHO-STASIS--

-- TO A CERTAIN ADJOINING CHAMBER!

HERE, IN A SPECIAL CELL-REGENERATIVE HEALING CAPSULE LIES THE BEAUTIFUL ASGARDIAN GODDESS KNOWN AS THE *ENCHANTRESS*...

AWAKE, SORCERESS, AND LET US SPEAK!

THOR! HAVE YOU COME TO GLOAT AT MY HUMILIATION? A GODDESS BATTERED DOWN TO LIE WRITHING IN THE DUST AT THE FEET OF A GREEN-SKINNED MORTAL WENCH?

BY FAFNIR'S SCALES! D-DID SHE SCAR ME? DID HER FISTS BRUISE MY FACE? IS MY BEAUTY--?

UNMARRED, VAIN ONE! REED RICHARDS SAW TO THAT! THIS MACHINE HEALED YOUR INJURIES!

WHY HAVE YOU COME HITHER? DID YOUR MORTAL FRIENDS FORSAKE YOU?

NAY... BUT THEY ARE *MORTAL!* THERE ARE THINGS OF WHICH ONLY GODS MAY SPEAK, AND WHICH ONLY GODS CAN UNDERSTAND!

YOU AND I ARE THE ONLY TWO IMMORTALS OF ASGARD ON THIS WORLD... WE MUST TALK!

VERY WELL... BUT *ELSEWHERE!* I WILL ENDURE THIS DUNGEON NO LONGER!

AYE... BUT, HERE OR ELSEWHERE, YOU ARE STILL MY PRISONER!

PERHAPS! COME, THUNDER GOD!

SOMETIME LATER...

I DON'T UNDERSTAND! I WRACK MY BRAINS AND ALL I GET IS A HEADACHE! THE IDEAS, THE ANSWERS USED TO COME SO EASILY! WHAT'S WRONG WITH ME?

HAVE I JUST HIT A DRY SPELL? I'M SO... DISORIENTED! OF COURSE... BEING PUT HERE IN THIS MESS BY A BEING BEYOND ANY-ONE'S COMPREHENSION COULDN'T BE HELPING MY CONCENTRATION! THAT MUST BE IT...

MUST BE...

CRUNCH!

SUDDENLY...

WHAT--?! IT'S *DAWN!* AND THE STORM HAS BROKEN!

HULK! WHY DIDN'T YOU WAKE ME?! NOW IS WHEN THEY'RE MOST LIKELY TO *ATTACK!*

SOUND THE ALARM! GET EVERYONE TO BATTLE STATIONS! *HURRY,* MAN!

A-ALL RIGHT! I--I JUST DIDN'T... NOTICE...

DON'T RAISE YOUR VOICE TO ME, YOU STAR-SPANGLED TIN TYRANT! I'LL RIP YOU IN HALF!

AT THAT MOMENT, OUTSIDE...

THERE IT IS, DOOM! IT'S... *HUGE!*

I SEE NO SIGNS OF A SORTIE COMING OUT TO BLUNT OUR ATTACK! CAN IT BE WE'VE CAUGHT THEM UNAWARES?

BAH! I'D THOUGHT BETTER OF CAPTAIN AMERICA AND REED RICHARDS THAN THAT! THEY ARE FOOLS, INDEED!

PREPARE TO *RAM!*

KABOOOMM!

QUICKLY! TO THE ATTACK!

WRECKER! YOURS IS THE PRIMARY OBJECTIVE-- FREEING THE PRISONERS! THE REST OF YOU, STRIKE AT WILL! WREAK HAVOC AND SLAY WHOM YOU CAN!

WHAT ABOUT *ME*? WHAT SHOULD I DO, DOOM?

YOURS IS THE MOST IMPORTANT ROLE, MISTER REECE! YOU MUST REMAIN AT MY SIDE, VIGILANT!

GOT IT!

SECONDS LATER, IN THE QUARTERS OCCUPIED BY MISTER FANTASTIC, THE HUMAN TORCH AND BEN GRIMM...

REED! WE'RE UNDER ATTACK!

FLAME ON!

GREAT! WHAT GOOD AM I LIKE *THIS*?

BEN, YOU'D BETTER STAY HERE! JOHNNY AND I WILL GO FIND CAP, AND--

KER-WHAM!

UHE S-STAY BACK! WHOEVER YOU ARE!

MY ARM--! IT'S BROKEN! RIBS, TOO!

OWW! YOU LITTLE JERK! YOU'RE JUST MAKING IT WORSE FOR YOURSELF WHEN I GET TO YOU! AND I *WILL*!

BUT THEN...

GONE! HE CUT THROUGH THE FLOOR AND DROPPED HIMSELF AND HIS PARTNERS TO A LOWER LEVEL!

CUTE!

ELSEWHERE...

WONDER WHAT THAT *NOISE* WAS?

EEEYAHH!

SZZAK!

KA-THOOM!!

SO MUCH FOR THE *SHE-HULK!*

AND...

I THOUGHT THE STORM WAS OVER, BUT I KEEP HEARING *THUNDER!*

UNLESS IT'S THE HULK BELCHING! I'D BETTER GO SEE...

WHAM!

BLAST! SOMEHOW SHE ROLLED WITH IT AT THE LAST INSTANT! BUT, ANOTHER SLEDGEHAMMER BLOW WILL CRUSH HER SKULL!

GET **AWAY** FROM HER, TURKEY!

HAWKEYE!

HE'S DEADLY ACCURATE WITH THAT BOW --AND ARMED WITH A HIGH-TECH ARSENAL OF ARROWS! I'M NOT THE BEST AGAINST FOES WITH LONG-RANGE FIREPOWER--! I'D BETTER PLAY IT SAFE AND LEAVE HIM FOR ONE OF THE OTHERS!

AT THAT MOMENT...

IRON MAN! WE'VE GOT TROUBLE!

I'M COMIN', MAN, AS SOON AS I GET MY ARMOR ON!

KABAWHOOM!

ULTRON! HE HAD US BOTH DEAD TO RIGHTS BUT HE DOESN'T SEE US! I'LL WAIT'LL HE GOES... THEN PULL WEB-HEAD OUT!

AND...

I CAUSED ALL OF THIS--AND I ALONE HAVE THE STRENGTH TO SET IT RIGHT! AND I'M GOING TO START AT THE SOURCE!

THE HULK!

OH, GOODY! HE'S MINE!

HULK! FALL BACK! WE'VE GOT TO GATHER UP THE OTHERS... CONSOLIDATE... RETREAT TO A DEFENSIBLE POSITION!

COME ON!

THOOM!

ALL RIGHT! I'M COMING!

MOMENTS LATER...

WRECKER! I SEE YOU WERE SUCCESSFUL!

PIECE OF CAKE--BUT I COULDN'T FIND THE ENCHANTRESS!

YOU SHOULD HAVE SEEN, WRECKER! I DROVE THE HULK AWAY!

LOOK! HERE COME THE OTHERS BACK! AND WE HAVE NO CASUALTIES! WHEEE!

WE ALSO HAVE FEWER *KILLS* THAN I'D HOPED-- BUT NO MATTER! WE HAVE ACCOMPLISHED MUCH HERE TODAY!

AND TO FINISH IT, WE SHALL LEVEL THIS PLACE SO THAT NO STONE REMAINS ON STONE!

NEXT ISSUE *SITUATION: HOPELESS!!*

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#4 IN A TWELVE ISSUE LIMITED SERIES

MARVEL SUPER HEROES SECRET WARS™

BENEATH ONE HUNDRED AND FIFTY BILLION TONS, STANDS *THE HULK* --

-- AND HE'S NOT HAPPY!

BOB LAYTON

Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all have been gathered to fight the ultimate war! The evil forces attacked first, but were defeated, several of their number falling captive. Thus, it seemed that the heroes, under the leadership of Captain America, were invincible. However, internal strife divided them — and when the villains mounted a second, sudden, surprise attack, the heroes were caught off-guard and in disarray! And now, the victory belongs to the forces of Doom!

Stan Lee PRESENTS: # MARVEL SUPER HEROES SECRET WARS™

SITUATION: HOPELESS!

BUH-WHU-WHOOM!

THERE! SO MUCH FOR THE SUPER HEROES' HEAD-QUARTERS!

JIM SHOOTER ——— WRITER
BOB LAYTON ——— PENCILER
JOHN BEATTY ——— INKER
JOE ROSEN ——— LETTERER
CHRISTIE SCHEELE — COLORIST
TOM DeFALCO ——— EDITOR

AND, AS THE VICTORS EXPLORE THE RUINS...

I CAN'T BELIEVE WE LET THEM SLIP THROUGH OUR FINGERS! HOW COULD THEY HAVE ESCAPED?

WITH THE DESTRUCTION OF THEIR FORTRESS COMPLETE, THEIR MOMENTS ARE NUMBERED, *DOCTOR OCTOPUS!*

WE SHALL HUNT THEM DOWN LIKE DOGS!

MOLECULE MAN, IT WAS UNBELIEVABLE HOW YOU OBLITERATED THIS ENTIRE STRUCTURE--WITH JUST A WAVE OF YOUR HAND!

OH, IT'S EASY WHEN YOU CONTROL ALL MOLECULES! AND YOU CAN CALL ME OWEN IF YOU WANT, *VOLCANA!*

OWEN! WHAT A DARLING NAME!

ANY SIGN OF THEM, OCTOPUS?

NOT YET!

THESE GLASSES I FOUND SEEM TO AUTOMATICALLY DETECT AND FOCUS ON MOVING OBJECTS! SOONER OR LATER...

WAIT--! *THERE!* ABOUT FIVE MILES THAT WAY--! I SEE THEM REGROUPING!

THEY LOOK TO BE IN BAD SHAPE! EASY TO FINISH OFF!

THEY'RE OUT OF RANGE OF HAND WEAPONS, BUT PERHAPS WE CAN SALVAGE A HEAVY CANNON!

BAH! *TITANIA* NEEDS NO WEAPONS--

--EXCEPT THIS!

HOLEE--!

THEY WILL NOT ESCAPE! I WILL CRUSH THEM *ALL!*

ALL RIGHT, *WRECKING CREW*--IF SHE CAN DO IT, SO CAN WE! *BOMB* 'EM--!

WITH, UH... SMALLER CHUNKS OF DEBRIS!

THROWING ROCKS IS STUPID! LET'S GO AFTER 'EM--JUST IN CASE TITANIA MISSED!

THE *ABSORBING MAN* IS RIGHT! LET'S GO!

THAT REALLY WON'T BE NECESSARY! I CAN TAKE CARE OF THEM FOR *SURE*--!

REALLY, OWEN?

SURE, VOLCANA! JUST WATCH!

SEE THOSE MOUNTAINS IN THE DISTANCE--?

I'LL JUST DROP *THOSE* ON 'EM!

MEANWHILE, AS CAPTAIN AMERICA REGROUPS HIS BATTERED TROOPS...

HAWKEYE, PRESENT!

HULK HERE... AND I'VE GOT *MISTER FANTASTIC, SPIDER-MAN, SHE-HULK* AND *BEN GRIMM!*

IRON MAN PRESENT AND ACCOUNTED FOR! I'VE GOT *CAPTAIN MARVEL!*

THE *HUMAN TORCH* IS HERE...UH! HURTIN'... BUT HANGIN' IN THERE!

ALL ACCOUNTED FOR THEN... EXCEPT FOR *THOR*...AND THE *X-MEN*, WHO APPARENTLY VANISHED BEFORE THE BATTLE!

DESERTED, YOU MEAN!

WE'LL WORRY ABOUT THAT LATER! FOR NOW, LET'S KEEP MOVING AND HOPE *DOCTOR DOOM* AND HIS ALLIES ARE TOO BUSY CELEBRATING TO PURSUE US!

WHA...?

EASY, SPIDER-MAN! JUST RELAX! YOU WERE HIT PRETTY HARD!

BUT--BUT, HULK, I-- I SENSE *DANGER*... MY *SPIDER-SENSE* WARNING ME... DANGER... ABOVE...

WHAT? DANGER ABOVE?

GOOD GRIEF!

CAP! LOOK!

I--I CAN'T PUT ALL THESE PEOPLE DOWN IN TIME TO KNOCK THAT THING AWAY!

BUT, IN ONE FLUID BLUR OF MOTION, THE MAN CALLED HAWKEYE NOCKS, DRAWS AND FIRES...

THIS EXPLOSIVE ARROW ISN'T POWERFUL ENOUGH TO SPLINTER SOMETHING THAT BIG, BUT IF I PLACE IT *PERFECTLY*--

BARRROOM!

--IT'LL *SPLIT* IT!

NICE WORK, HAWK! NOW IF ONLY MY POWER IS ENOUGH--!

*SOPHISTICATED MICRO-COMPUTERS BUILT INTO **IRON MAN'S** ARMOR GUIDE HIS AIM AND SET THE FOCUS OF TWIN, PALM-MOUNTED **REPULSOR BEAMS**--*

--WHICH STRIKE THEIR TARGET UNERRINGLY WITH THUNDER-OUS IMPACT!

THOOM!

KA-THOOM!

HE *DEFLECTED* THE FRAGMENTS -- JUST ENOUGH! NICE GOING, SHELLHEAD!

AND YOU DIDN'T EVEN DROP CAPTAIN MARVEL! NOT BAD!

I NEVER DROP TALENT LIKE *THIS*, MY MAN!

LET'S KEEP *MOVING*, TROOPS, BEFORE...

OH, NO!

*SUDDENLY, UNBELIEVABLY, A MOUNTAIN RANGE WHICH WOULD DWARF THE **ANDES** LOOMS ABOVE THEM...*

FOR A SECOND, IMPOSSIBLY, IT HANGS SUSPENDED IN THE SKY--

*--AND THEN IT **FALLS!***

AND...

THAT DID IT! THEY'RE *FINISHED!*

AMAZING! NICE WORK!

I THINK YOU'RE *WONDERFUL*, OWEN!

IT WAS NOTHING, REALLY!

THAT *MUST* HAVE KILLED THEM!

PERHAPS...

MEANWHILE, HALF A WORLD AWAY...

THE *BEYONDER*, WHO IN HIS INFINITE POWER BROUGHT US HENCE, HAS OFFERED TO EACH OF THE VICTORS ANY PRIZE HE MAY ASK! WHAT WOULD YOU ASK, ENCHANTRESS--? YOU WHO ARE SO BEAUTIFUL, POWERFUL, AND IMMORTAL... VERILY, A *GODDESS!*

I WOULD ASK FOR YOUR LOVE, THOR--BECAUSE, FOR MILLENNIA, I HAVE DESIRED YOU!

AS WELL YOU KNOW--! FOR, I STOP AT NOTHING TO SATISFY MY SELFISH DESIRES, AND I HAVE OFTEN SOUGHT TO TAKE YOUR LOVE BY DECEIT OR FORCE!

LOVE IS NOT AN OBJECT TO BE SEIZED OR STOLEN! IT CAN ONLY BE GIVEN!

AYE...BUT WE IMMORTALS ARE WONT TO OCCUPY OUR ENDLESS DAYS WITH FOOLISH AND IMPOSSIBLE QUESTS--EITHER TO KEEP FROM GOING MAD--

--OR BECAUSE WE *ARE!*

COULD YOU EVER LOVE ME, THOR?

I--I KNOW NOT!

AM I NOT BEAUTIFUL?

WITHOUT, SURELY...BUT TRUE BEAUTY IS A THING OF THE SPIRIT! WHY IS *THAT* NOT YOUR QUEST, FAIR ONE--? TO OVERCOME PETTY GREED AND LUST--AND UNFETTER THE BEAUTY OF YOUR GODLY SPIRIT?

KISS ME, THOR...GIVE ME A GLIMMER OF HOPE ...AND I WILL TRY!

SUDDENLY...

BY ODIN'S BEARD!

AN EARTH-QUAKE-- BUT SUDDEN AND QUICK TO PASS!

'TWAS NOT A NATURAL OCCURRENCE-- INDEED, PRECIOUS LITTLE HERE IS! I HAVE A SENSE OF THESE THINGS...

IT COULD ONLY HAVE BEEN A SHOCKWAVE FROM SOME CATACLYSMIC BLOW-- MIGHTY ENOUGH TO SHAKE THIS ENTIRE WORLD!

THEN... I MUST RETURN TO MY FRIENDS!

AND I WITH THEE, NOBLE THOR!

HURRY, ENCHANTRESS! I FEAR WE HAVE TARRIED HERE TOO LONG!

IT IS DONE!

AND...

HOLY COW! *THOR!*

AND THE ENCHANTRESS! I GUESS THEY'VE BEEN OFF PARTYIN'!

WHAT'S THIS--? OUR FORTRESS LAID WASTE--?!

HEY, YOU SEE REAL GOOD, JERK!

LET ME HAVE HIM-- ONE ON ONE! I WANT TO...

SILENCE!

DOOM! WHERE ARE MY COMRADES? WHAT HAVE YOU DONE WITH THEM?

I WANT *ANSWERS--!* SPEAK QUICKLY!

WHY...THEY ARE *DEAD!* WE HAVE SLAIN THEM ALL...BY DROPPING A MOUNTAIN RANGE ON TOP OF THEM!

SIMPLE! EFFECTIVE! NO?

NOW, LISTEN WELL! YOU ARE HOPELESSLY OUTNUMBERED! SUBMIT --AND I GUARANTEE YOU A MERCIFUL DEATH!

ARE YOU MAD, DOOM? DO YOU TRULY BELIEVE THAT *ANY* ODDS MIGHT DETER THOR FROM STRIVING TILL THE LAST BREATH?

OF COURSE NOT! HOWEVER, COMMON COURTESY DEMANDS THAT I MAKE THE OFFER! IT *IS* THIRTEEN TO ONE AGAINST YOU...

PERHAPS...

AYE...!

SO BE IT!

ENOUGH TALK! LET'S *ACE* THE SUCKER!

GET 'IM!

K-KRAK!

STUPID! YOU SHOULDN'T HAVE THROWN AWAY THAT CLUB--!

KTANG!

THOOM!

YOU'RE GOING TO MISS IT! IT *MIGHT* HAVE GIVEN YOU A CHANCE AGAINST ME... *TITANIA!*

TITANIA--! THE WOMAN WHO KILLED THOR WITH HER BARE HANDS! THAT'S WHAT THEY'LL CALL ME--!

FWAM!

MAYHAP, WOMAN--

FWIKKK!

--WHEN ICICLES ORNAMENT SURTUR'S FIERY REALM!

NOW WE GOT 'IM! PULL HIM DOWN!

JUST MAKE SURE YOU BOZOS HOLD HIM FOR A FEW SECONDS, WHILE I ABSORB THE PROPERTIES OF THIS JUNK--

--THEN I'LL BASH HIS HEAD IN FOR YA!

KRANNG!

HEY! HE *BLOCKED* IT! CAN'T YOU IDIOTS DO ANYTHING RIGHT?

WE'RE TRYING--! BUT HE'S-- HE'S TOO *STRONG!*

LOOK OUT--! *UHH!*

AWAY, VARLETS! THY TOUCH OFFENDS ME!

AT THE COMMAND OF THE GOD OF THUNDER, LET THE FURY OF THE SKIES SMITE MINE ENEMIES!

KRACK-A-BOOM!

LOOK OUT!

WHEN I REBUILT ULTRON, I ADDED A NEW WEAPON TO HIS INVULNERABLE ROBOT BODY, THOR--!

AN ENERGY BEAM WHICH CANCELS THE FORCES BONDING SUB-ATOMIC PARTICLES TOGETHER! A... *DISINTEGRATOR*, IF YOU WILL!

AH! ONLY UNDER COMBAT CONDITIONS CAN ONE TRULY EVALUATE THE EFFECTIVENESS OF ONE'S NEWLY DESIGNED WEAPONS! DO YOU NOT AGREE, THUNDERGOD?

KA-THOOM!

I BELIEVE THE TEST CAN BE CALLED A SUCCESS!

SO IT WOULD APPEAR! NOTHING LEFT BUT HIS HELMET--

--AND SCRAPS OF HIS CAPE!

THAT MEANS WE'VE WON!

THE *X-MEN* ARE NOT YET ACCOUNTED FOR, DOCTOR OCTOPUS... NOR IS MAGNETO... AND GALACTUS REMAINS A... POSSIBLE PROBLEM!

WE SHALL RETURN TO DOOM-BASE AND PLAN OUR NEXT STRIKE--BUT FIRST, THERE IS YET ONE OTHER MATTER TO ATTEND HERE AND NOW!

ONE OF YOU TRIED TO *KILL* ME...

INDEED, HE ALMOST SUCCEEDED*! AND FOR THAT TRANSGRESSION, HE MUST PAY!

DOOM, WAIT! THE CIRCUMSTANCES WERE...

ULTRON--! SLAY *KANG!*

*ISSUE #1!

DOOM! LISTEN TO ME!

YOU'LL NEED ME LATER, YOU FOOL! DON'T--*ARRRGH!*

I TRUST THAT THE LESSON IS NOT LOST UPON THE REST OF YOU!

NOW... TO DOOMBASE!

AT THAT MOMENT, MANY HUNDREDS OF MILES DISTANT, A STRANGE AIRCRAFT SOARS ABOVE THE ALIEN LANDSCAPE!

*IT IS PILOTED **PSIONICALLY** BY PROFESSOR CHARLES XAVIER, FOUNDER OF THE BAND OF MUTANTS KNOWN AS **THE X-MEN**...*

I BELIEVE THAT I NEGLECTED TO COMPLIMENT YOU, ***STORM***, ON THE SUPERB JOB YOU DID HELPING ME NAVIGATE THROUGH THE TEMPEST*!

IT WAS TOO POWERFUL FOR ME TO QUELL ENTIRELY--BUT MODERATING THE WINDS IN OUR IMMEDIATE VICINITY WAS NOT DIFFICULT, PROFESSOR!

*SEE LAST ISSUE!

*THE SILENCE SLAMS SHUT AGAIN AS STORM'S WORDS FADE, EACH X-MAN LOST IN HIS OWN REVERIE--ESPECIALLY **PETER RASPUTIN**, CODE-NAMED **COLOSSUS**...*

KITTY, I MISS YOU SO MUCH--! I--I FEAR YOU ARE IN AWFUL DANGER NOW--AS WE SURELY ARE HERE IN THIS GODFORSAKEN WORLD, SO FAR FROM HOME... AND YOU! I THINK...THERE IS NO RETURNING FROM THIS PLACE!

ALL THE DREAMS I HARDLY DARED TO DREAM ABOUT US ARE...FINISHED! IF ONLY I COULD SEE YOU ONE MORE TIME--!

ONLY A FEW FEET AWAY, THE WOMAN KNOWN ONLY AS **ROGUE** ALSO BROODS...

NOT TOO LONG AGO, I PROBABLY WOULD HAVE BEEN FIGHTING ON **DOOM'S** SIDE!

NOW I'M WITH THE X-MEN--BUT IF PUSH COMES TO SHOVE...IF WE'RE **LOSING**... WILL I STAY WITH THE X-MEN? I WONDER...

CRUNCH!

I DON'T WANT TO DIE!

WHY DO YOU KEEP POPPING YOUR CLAWS, WOLVERINE? SURELY, YOU AREN'T LOOKING **FORWARD** TO THE INEVITABLE BATTLE?

NIGHTCRAWLER, I GO THROUGH LIFE HOLDIN' BACK--KEEPIN' THE ANIMAL INSIDE IN CHECK--JUST BARELY!

BUT THIS IS **WAR**--MAYBE THE **LAST** WAR, FOR ALL THE MARBLES IN THE UNIVERSE!

SO THIS TIME, I AIN'T TAKIN' PRISONERS... NO MATTER WHAT CHARLEY THINKS!

IF PROFESSOR CHARLES XAVIER OVERHEARS, HE MAKES NO SIGN! HIS FURROWED BROW BETRAYS GREATER CONCENTRATION THAN NECESSARY SIMPLY TO GUIDE THE SHIP--

--AS HE PONDERS A CERTAIN **INCIDENT**, ONLY HOURS AGO, INVOLVING **SPIDER-MAN**--AND IS DEEPLY, DEEPLY TROUBLED!

THERE! THAT MUST BE MAGNETO'S FORTRESS AHEAD, CYCLOPS!

I DON'T KNOW WHETHER TO BE RELIEVED OR WORRIED!

MAGNETO'S POWER ON OUR SIDE COULD BE A DECIDING FACTOR IN THIS WAR! ON THE OTHER HAND, IF HE'S NOT IN THE MOOD FOR AN ALLIANCE --

--WE COULD BE IN FOR THE FIGHT OF OUR LIVES!

MEANWHILE, INSIDE THE AWESOME STRUCTURE, THE MUTANT MASTER OF MAGNETISM FOCUSES HIS STAGGERING POWER INTO A CONCENTRATED FIELD OF ENERGY POTENT ENOUGH TO RAZE A SMALL **CITY**...

STRAINING, HE SUBTLY MANIPULATES THE FIELD, PULLING METALLIC PARTICLES FROM THE VERY AIR -- SHAPING THEM, COMPRESSING THEM, FUSING THEM ATOM BY ATOM--

--UNTIL...

AHA!

HERE YOU ARE, JANET!

I TRUST THIS WILL SUFFICE!

WHY, THANK YOU!

GOODNESS! YOU REALLY DISCOVER THE THINGS YOU TAKE FOR GRANTED WHEN BERGDORF GOODMAN'S IS A BILLION-ZILLION MILES AWAY!

AND I WISH THIS PLACE HAD *PLUMBING!* WHAT SORT OF BEINGS WOULD BUILD A PLACE WITH NO ...NO *POWDER ROOMS?*

THEY MUST HAVE BEEN VAGUELY HUMANOID, JUDGING FROM THE FURNISHINGS --AND THESE DELICIOUS ALIEN FRUIT NECTARS WHICH, APPARENTLY, THEY CONSUMED!

WOULD YOU LIKE SOME?

NAH! GOT ANY COLD BEER, MAGGIE?

THE *X-MEN!*

GOOD MORNING, MAGNUS! I HAVE COME TO DISCUSS JOINING FORCES! I BELIEVE IT MAY BE MUTUALLY ADVANTAGEOUS TO FORGET OUR VARIOUS DIFFERENCES AND WORK TOGETHER!

AS A FORCE INDEPENDENT OF THAT UNDER CAPTAIN AMERICA'S COMMAND, THERE IS MUCH GOOD WE MIGHT DO!

HOW INTERESTING! JANET--PERHAPS YOU KNOW HER BETTER AS THE ***WASP***, LEADER OF THE AVENGERS--JANET AND I HAVE BEEN DISCUSSING PRECISELY THAT!

"SLAY YOUR ENEMIES, AND ALL YOU DESIRE SHALL BE YOURS!" THAT IS WHAT THE ***BEYONDER*** TOLD US WHEN HE PLACED US HERE! AFTER SEEING HIS POWER DEMONSTRATED, I BELIEVE HIM!

THEREFORE, WE MUST TAKE AN AGGRESSIVE ROLE--! UNLIKE CAPTAIN AMERICA AND HIS ALLIES, WE MUST NOT FIGHT A DEFENSIVE BATTLE! WE MUST ***SLAY*** DOCTOR DOOM AND HIS LACKEYS!

AND IF CAPTAIN AMERICA'S COMPANY DOES NOT SEE THE WISDOM OF OUR COURSE--IF THEY DO NOT JOIN WITH US, OR WORSE, IF THEY ***OPPOSE*** US--WE MUST SLAY THEM AS WELL!

DON'T YOU SEE--? SHOULD DOOM TRIUMPH, HE WOULD HAVE THE BEYONDER FULFILL HIS SELFISH DESIRES! BUT WE, BY THE BEYONDER'S GRACE WOULD CREATE A ***GOLDEN AGE*** ON EARTH--AND THROUGHOUT THE UNIVERSE! AN AGE IN WHICH MEN AND MUTANTS LIVE TOGETHER IN PEACE!

WE ***MUST*** FIGHT TO THE DEATH--AND ***WIN!*** JANET AGREES WITH ME--! DON'T YOU, MY DEAR?

YOU KNOW, MAG, YOU'RE A POMPOUS, OVERBEARING JERK! CUTE, THOUGH...

DID YOU REALLY THINK I'D EVER ***CONSIDER*** GOING ALONG WITH YOUR SICK PLANS? I'VE JUST BEEN PLAYING ALONG TO FIND OUT WHAT YOU'RE UP TO!

AND NOW THAT I KNOW YOU REALLY, REALLY ARE THE MOST EVIL SCUM SINCE HITLER--I'M GOING TO ***STOP*** YOU!

WHAT?! YOU ***DARE***--?!

YEP! *NYAH, NYAH,* CAN'T HIT ME!

SHRINKING TO WASP SIZE WON'T SAVE YOU!

OH, BUT THAT'S NOT ***ALL*** I CAN DO!

WASPS ALSO HAVE *STINGS*--IN MY CASE A BIO-ELECTRIC ONE!

YOU'RE A GREAT KISSER, MAGNETO--BUT LIKE A LOT OF MEN, YOU PRESUME THAT ONCE YOU ROMANCE A WOMAN HER MIND TURNS TO MUSH, AND THEN YOU *OWN* HER!

WRONG!

AHHHHGH!

STOP HER! IF SHE *INJURES* HIM--!

WE MAY *NEED* MAGNETO, LADY! NOW, SETTLE DOWN, OR...

NO!

IF YOU'RE ON HIS SIDE, THEN YOU'RE NOT VERY NICE, AND I'M NOT LETTING YOU NEAR ME!

WHAK!

JUST BE GRATEFUL I'M NOT LIKE MAGNETO! IF I WERE USING EVEN HALF-POWER STINGS, YOU'D BE *SPLATTERED*, NOT STUNNED! SO THERE!

I'D BETTER GET OUT OF HERE! ONE OF THEM COULD GET LUCKY AND SOME-HOW ZAP *ME*--

--AND I'VE GOT TO WARN CAP AND THE OTHERS ABOUT WHAT *RATS* THEY ARE!

BESIDES, THAT PLANET-QUAKE WE FELT A WHILE AGO GOT ME WORRIED--! I CAN'T SHAKE THE FEELING THAT IT MEANT SOMETHING *TERRIBLE* HAPPENED! I'VE GOT TO GET BACK!

SHE CAUGHT US FLATFOOTED--! CLOBBERED US!

WE DESERVED IT! WE RE-ACTED SLOWLY... NO TEAM-WORK...

FIRST SPIDER-MAN TRASHES US*.. NOW THE *WASP*?! I'VE HAD IT WITH GETTIN' DUMPED ON MY BUTT!

SHE WON'T GET FAR!

*LAST ISSUE!

HMPH! TAKING EVASIVE ACTION WON'T SAVE HER! THAT LITTLE FOOL--! I'LL CRUSH THAT VEHICLE, AND HER WITH IT!

MEANWHILE...

HOW DO YOU *STEER* THIS THING--! IT'D TAKE SIX HANDS TO WORK THESE CONTROLS!

I'D GET OUT AND WALK-- IF I COULD FIGURE HOW TO *STOP!*

GOODNESS!

MAGNUS, *NO!* I CANNOT ALLOW YOU TO DO THIS!

ALLOW ME? YOU PRESUME *MUCH*, XAVIER!

LISTEN TO ME! I COULD HAVE PREVENTED HER ESCAPE WITH A SIMPLE TELE-PATHIC COMMAND --BUT I CHOSE *NOT* TO!

A FEW HOURS AGO, I SUC-CUMBED TO TEMPTATION AND PSIONICALLY PREVENTED SPIDER-MAN FROM DELAYING OUR JOURNEY HERE! THAT WAS A *CRIME*--AN ACT I SHALL LONG REGRET!

IN THAT MOMENT OF WEAKNESS, I WAS NO BETTER THAN DOOM... OR *HITLER*...OR ANYONE ELSE WHO EVER USED POWER TO USURP ANOTHER'S FREEDOM!

IF WE ARE TO BE ALLIES, MAGNETO, WE MUST FIRST AGREE THAT WHAT-EVER NOBLE ENDS WE SEEK *DO NOT* JUSTIFY EVIL MEANS!

MEANWHILE, FAR AWAY, WHERE A NEWLY-PLANTED MOUNTAIN RANGE RISES FROM THE PLANET'S CRUST...

WHILE DUST STILL SETTLES ON THE SURFACE--

*--DEEP BENEATH **BILLIONS** OF TONS OF STONE...*

HOW ABOUT A LITTLE LIGHT?

YOU GOT IT!

THERE MUST BE TWO MILES OF ROCK ABOVE US! HOW CAN EVEN *YOU* HOLD ALL THAT UP, HULK?

I'M JUST BRACING IT... I'VE GOT LEVERAGE! STILL...I DON'T KNOW HOW *LONG*...SECONDS... A MINUTE, MAYBE...

WE COULDN'T DIG OUT OF HERE IN A *MONTH!* WE'RE AS GOOD AS...

NO! WE'RE STILL ALIVE! THERE *IS* A WAY!

HELP ME REVIVE REED!

HE'S COMING AROUND!

REED! LISTEN, WE'RE IN TROUBLE! THEY DROPPED A WHOLE MOUNTAIN ON US, MAN! IRON MAN AND HULK WEDGED OUT A SPACE AS IT LANDED, KEEPIN' US FROM BEING SQUASHED...

THERE AIN'T ENOUGH AIR FOR THE TORCH TO FLAME ON AND BURN HIS WAY OUT ...AND IT'S PROBABLY TOO FAR ANYWAY! NO ONE HERE HAS POWER ENOUGH TO CUT THROUGH OR DIG OUT...

EXCEPT *ME*...BUT IF I LET GO...THE ROCK ABOVE WILL FALL, SMASHING US ALL...BEFORE I COULD START DIGGING!

IRON MAN--! LET ME HAVE A LOOK AT YOUR ARMOR! IF IT OPERATES AS I SUSPECT IT DOES, I JUST MIGHT HAVE AN IDEA!

YOU MUST HAVE A TOOL KIT--! I'LL NEED IT! AND, HAWKEYE, IF YOU HAVE ANY TRICK ARROWS WITH MICRO-ELECTRONIC COMPONENTS...

GOOD! SPIDER-MAN, YOUR WEB-SHOOTING DEVICES MUST HAVE CIRCUITIZED RELAYS! I'LL NEED THEM, TOO!

MY *WEB-SHOOTERS*--?!

THERE'S NO TIME TO ARGUE!

I--OH, ALL RIGHT! I GUESS... YEAH...THE AIR'S RUNNING OUT... HULK'S GETTING EXHAUSTED... WHY *NOT?*

CAN WE HELP?

NO... IRON MAN, YOUR ARMOR IS MORE TECHNOLOGICALLY ADVANCED THAN I'D EVER *DREAMED!*

WORKING WITH IT IS EASIER THAN I DARED HOPE! EVERY SYSTEM IS ALREADY CROSS-LINKED--A CINCH TO MODIFY! I KNEW TONY STARK WAS *BRILLIANT*, BUT--

SHUT *UP*, RICHARDS! I'M *TIRED* OF HEARING ABOUT HOW BRILLIANT YOU ARE, AND NOW, HOW BRILLIANT STARK IS--! DO YOU HEAR ME? THE DUMB BRUTE WHO'S BUYING YOU THIS TIME IS FED UP WITH THAT GARBAGE!

I...SEE!

WELL, THAT'S EXACTLY THE KIND OF SELF-PITYING MEWLING WE EXPECT FROM YOU, HULK...OR DOCTOR BANNER, OR WHOEVER YOU ARE! BUT, YOU'RE CORRECT--YOU ARE A BRUTE...SO KEEP USING YOUR MUSCLE! THAT'S ALL YOU'RE GOOD FOR!

WHY, YOU--! YOU ARROGANT CLOWN! YOU *KNOW* I'M LOSING MY INTELLECT, DON'T YOU? AND YOU THINK I'M JUST A DUMB OX AGAIN ALREADY, DON'T YOU? WELL, MAYBE I *AM*--

--BUT YOU BETTER PRAY YOUR STUPID PLAN *FAILS*--BECAUSE IF WE GET OUT OF HERE I'M GOING TO RIP YOU APART!

CAPTAIN MARVEL! JOHNNY! I'VE ADAPTED IRON MAN'S ENERGY-INPUT CIRCUITS SO THAT YOU CAN FEED *YOUR* ENERGY DIRECTLY INTO HIS POWER PODS USING THESE MAKESHIFT TRANSFER UNITS!

CONCENTRATE--! JOHNNY, CHANNEL YOUR MAXIMUM NOVA-FLAME HEAT THROUGH YOUR HAND INTO THE UNIT! CAPTAIN, GIVE HIM THE FULL-SPECTRUM OF ELECTRO-MAGNETIC RADIATION!

HEY--! I CAN FEEL THEIR POWER POURIN' IN, ADDIN' TO MINE! IT'S UN-STICKIN'-BELIEVABLE!

I *HEAR* SOMETHING...A TAPPING NOISE! IT'S COMING FROM THAT DIRECTION!

FULL-FORCE REPULSORS, IRON MAN, *THAT* WAY--*NOW!*

KTHOOOM!

AND, SO...

I NEVER *DREAMED* HOW POWERFUL THIS ARMOR IS! WITH ENOUGH ENERGY, I CAN DO ANY-THING -- *ANYTHING!*

HULK-- DOCTOR BANNER-- I'M SORRY ABOUT WHAT I SAID DOWN THERE! I WAS ONLY...

YOU KNEW I WAS LOSING IT! YOU DELIBERATELY MADE ME ANGRY BE-CAUSE YOU KNEW THE MADDER I GET, THE STRONGER I GET!

YES, I *KNOW* RICHARDS! I FINALLY FIGURED IT OUT! I'M NOT THAT STUPID!

HO! CAPTAIN AMERICA! A WELCOME SIGHT THOU ART!

THOR! I THOUGHT THAT THAT TAPPING SOUND WE HEARD MIGHT BE YOU TRYING TO DIG US OUT!

MY MIGHTIEST BLOWS--? *TAPPING?* YOU WERE BURIED DEEP, INDEED!

IN BATTLE WITH DOOM'S FORCES I LEARNED OF YOUR PLIGHT! I USED A FLASH OF LIGHTNING TO BLIND THEM WHILE I ESCAPED TO COME TO YOUR AID-- UNDULY, 'TWOULD SEEM!

WE THOUGHT MAYBE THE ENCHANT-RESS HAD SOMEHOW SPIRITED YOU AWAY!

'TIS A TALE LONG IN THE TELLING!

LATER, THEN!

CAPTAIN MARVEL--! WE NEED...

FOOD, SHELTER, MEDICAL SUPPLIES--! OKAY, THE SPEED-OF-LIGHT SCOUT-ING SERVICE IS ON THE CASE, CAP!

SPLIT-SECONDS LATER...

NOTHING *THIS* DIRECTION...

HMM...THERE'S WHAT'S LEFT OF OUR OLD HQ! WELL, FORGET THAT!

I WONDER WHERE IT CAME FROM--? WHOSE IT WAS BEFORE THE BEYONDER TRANSPORTED IT HERE?

AND THERE'S *GALACTUS*, STILL KEEP-ING SOME MYSTERIOUS VIGIL ATOP THAT PEAK! HE'S BEEN LIKE THAT ALMOST SINCE WE ARRIVED HERE!

I DEFINITELY DON'T WANT TO DISTURB *THAT* GUY--! RICHARDS SAYS HE EATS *PLANETS!*

HEY, A VILLAGE--! SO, THE BEYONDER BROUGHT SOME NON-COMBATANTS ALONG FOR THE RIDE, TOO!

IT FIGURES! OBVIOUSLY, THE BIG B SPARED NO EFFORT TO PROVIDE ALL THE NECESSARY ACCOUTREMENTS FOR THIS LITTLE SECRET WAR...

...AND WHAT'S A WAR WITHOUT INNOCENT VICTIMS?

I CAN'T GET OVER HOW ABRUPTLY AND DRAMATICALLY THE TERRAIN CHANGES EVERY FEW HUNDRED MILES ON THIS CRAZY PATCHWORK PLANET--! WONDER IF THERE'S ANYTHING PAST THIS... WEIRDNESS...

WHOOPS! DOOM'S BASE! I'M NOT LIKELY TO FIND HELP *HERE!* BETTER ABOUT-FACE BEFORE I'M DETECTED!

THERE'S THAT VILLAGE AGAIN--! IT HAS ONE TEENSY LITTLE *PROBLEM*...STILL IT WOULD SEEM TO BE OUR BEST BET!

HOURS LATER...

RIGHT UNDER GALACTUS'S *NOSE*--? IS SHE *KIDDING*?

I *TOLD* YOU THAT--! THIS IS THE BEST I COULD DO!

SOON...

THESE PEOPLE DON'T LOOK TOO HAPPY TO SEE US!

WHO CAN BLAME THEM FOR BEING AFRAID?

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CAN'T THEY SEE WE NEED HELP? I'LL *MAKE* 'EM HELP US!

NO, HULK! THAT'S NOT OUR WAY! BESIDES... I THINK THAT WOMAN IS ARGUING ON OUR BEHALF...

WHAT?

SHE WON!

OR...IT'S A TRAP!

NAH! MY SPIDER-SENSE WOULD BE TINGLING A BLUE STREAK! THEY REALLY MEAN TO HELP US...

...SO FAR!

INTERESTING! THIS GIRL SEEMS TO BE THE VILLAGE *HEALER!* THIS MUST BE SOME KIND OF RITUALISTIC LAYING-ON-OF-HANDS...

I GUESS IT CAN'T HURT...

HURT? HEY, IT FEELS *TERRIFIC*, GUYS! MY RIBS AND ARM FEEL BETTER ALREADY! REALLY!

WHISPER

YEAH, SAME TO YOU, GORGEOUS!

WOW! I THINK I'M IN LOVE!

BABY, I'LL TUMBLE 4 YA!

TORCH, YOU GOT NO CLASS, MAN!

I DON'T KNOW ABOUT THIS PLACE, REED-- I MEAN WE'RE RIGHT IN PLAIN SIGHT OF GALACTUS!

BEN, BELIEVE ME, IF HE CARED ABOUT US IT WOULDN'T MATTER WHERE WE WERE HIDDEN...BUT HE *DOESN'T*-- SO RIGHT HERE IS JUST AS SAFE AS ANYWHERE ELSE!

OKAY, YOU'RE THE BOSS, BUT... HEY!

BEN--!

I'M THE *THING* AGAIN!

SON OF A--! WHAT IN THE BLUE BLAZES IS *WRONG* WITH ME?

ON EARTH, I'M *ALWAYS* A LOVEABLE LUMP OF ORANGE ROCKS... HERE, ALL OF A SUDDEN, I GIT HUMAN AGAIN FOR NO REASON AT THE WORST POSSIBLE TIME...

...AN' NOW I'M A MONSTER AGAIN...

WHY, BIG BRAIN? *WHY?!*

I... I'M NOT SURE, BEN!

BUT I HAVE A STRONG SUSPICION ...AND IT'S NOT GOOD NEWS!

I'LL... UH, GIVE IT SOME THOUGHT!

YOU DO THAT, STRETCHO! I'M GOING TO SEE IF THESE GUYS GOT A COT BIG ENUFF FOR ME, AND HIT THE SACK...

...IF THESE LITTLE WIMPS DON'T PANIC AND RUN OFF AT THE SIGHT OF MY BEAUTIFUL BOD!

AT LAST I TRULY UNDERSTAND JUST HOW LONELY YOU FEEL, BEN-- TRAPPED INSIDE THAT BODY! NOW I'M TRAPPED, TOO... BILLIONS OF LIGHT YEARS AWAY FROM SUE... FIGHTING WHAT MAY BE THE LAST FIGHT!

IT MUST BE WORSE FOR HER... ABOUT TO GIVE BIRTH TO OUR SECOND CHILD, NOT KNOWING WHEN... OR *IF* I'LL BE BACK!

WHAT--? HE MOVED! GALACTUS MOVED!

OH... NO! *NO!*

NEXT

THE BATTLE OF FOUR ARMIES!

#5 IN A TWELVE-ISSUE LIMITED SERIES

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AT LAST!

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THE BATTLE OF FOUR ARMIES!

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JOHN BEATTY--*INKER*
JOE ROSEN--*LETTERER*
CHRISTIE SCHEELE--*COLORIST*
TOM DeFALCO--*EDITOR*

IT'S GALACTUS'S HOME!

IT'S... BIG!

HE MUST HAVE SUMMONED IT FROM THE FAR SIDE OF THE UNIVERSE!

BUT WHY?

IT AIN'T FOR OUR HEALTH, SON...

MAYBE IT'S A PRESENT FOR THE BEYONDER!

IT'S AS BIG AS A WHOLE SOLAR SYSTEM!

WOW!

HHHHH

I DON'T KNOW WHAT YOU'RE SAYING, PRETTY LADY, BUT I CAN TELL YOU'RE AFRAID!

HHHHH

IF ONLY I COULD EXPLAIN TO YOU WHAT'S GOING ON -- NOT THAT WE CAN DO ANYTHING ABOUT IT...

CALM DOWN! IT'LL BE OKAY ...I HOPE!

IF ONLY I COULD *TALK* TO YOU... BUT YOU DON'T SPEAK ENGLISH, AND I SURE DON'T DIG YOUR LINGO!

I GUESS I'D START BY THANKING YOU FOR FIXING UP MY BUSTED RIBS...BUT I THINK WE COULD HAVE A LOT MORE THAN A DOCTOR-PATIENT RELATIONSHIP!

HEY! WHERE ARE YOU TAKING ME? YOUR PLACE?!

UH, LOOK, IT'S NOT THAT I'D MIND, BUT THIS IS A HECK OF A TIME TO DUCK INTO THE PARLOR FOR SOME *R AND R!*

YOU'RE GOING TO FIX US BOTH A DRINK--IS THAT IT? HEY, YOU'RE ONE FAST MOVER, LADY!

IF THAT'S PEPSI COLA IN THAT BOTTLE, MAKE MINE A DOUBLE! I CAN USE A GOOD STIFF BELT ABOUT NOW!

VAPORS--?!

YOU...WANT ME TO...INHALE THIS STUFF? IS THAT IT?

NOW, *THAT* MEANS "SHUT UP AND *BREATHE*, JERK"! I CAN TELL!

HEY, THIS IS *WEIRD!* I FEEL LIKE...MY MIND IS OPENING UP LIKE A BOOK!

OKAY... I TRUST YOU!

WHUH--! SMELLS SWEET, BUT STRONG!

SUDDENLY, THE IMAGES IN HIS MIND'S EYE ARE HERS TO BEHOLD! SHE WITNESSES HIS MEMORIES OF THE RECENT PAST!

SHE SEES THOSE WHO WERE BROUGHT TO THIS WORLD WITH HIM--

--TEAMMATES...

...ALLIES...

...SOME WHOSE ALLEGIANCE HE HOLDS IN DOUBT...

IRON MAN
SPIDER-MAN
HAWKEYE
WASP
SHE-HULK
THING
MISTER FANTASTIC
HULK
CAPTAIN AMERICA
THOR
CAPTAIN MARVEL
COLOSSUS
PROFESSOR XAVIER
STORM
CYCLOPS
ROGUE
MAGNETO
WOLVERINE
NIGHT-CRAWLER

...AND ONE HE KNOWS AS AN ENEMY!

SHE SEES THOSE WHO WERE BROUGHT IN A SEPARATE VESSEL--

--EVIL MEN POSSESSING AWESOME POWER...

...THEIR LEADER--A MAN HE HAD BELIEVED TO BE DEAD--THE MOST FEARSOME ENEMY OF ALL...

MOLECULE MAN
DOCTOR OCTOPUS
KANG
BULL-DOZER
ULTRON
THE LIZARD
PILE-DRIVER
ABSORBING MAN
WRECKER
THUNDER-BALL
ENCHANTRESS
DOCTOR DOOM
GALACTUS

...AND THE COSMIC FORCE GIVEN FORM AS A LIVING BEING, THE **PLANET-EATER**, THE MAJESTIC, DREADFUL ENTITY WHO LOOMS OVER THE VILLAGE, STANDING UPON A MOUNTAINTOP...WHOSE HOMESHIP FILLS THE SKY!

SHE WITNESSES THE CREATION OF THE BATTLEWORLD--CONSTRUCTED FROM BITS AND PIECES STOLEN FROM MANY PLANETS, INCLUDING HER OWN DISTANT, PEACEFUL SPHERE!

SHE UNDERSTANDS THAT SHE AND HER PEOPLE, LIKE THE CITADELS AND WEAPONS BROUGHT HITHER, ARE BUT RAW MATERIAL FOR WAR--POTENTIAL INNOCENT VICTIMS... HOSTAGES, PERHAPS ...A **RESOURCE** FOR WARRING FACTIONS TO EXPLOIT!

SHE HEARS THE MYSTERIOUS **AUTHOR** OF THIS CONFLICT ADDRESS HIS CAPTIVE COMBATANTS...

I AM FROM BEYOND!

SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS!

NOTHING YOU DREAM OF IS IMPOSSIBLE FOR ME TO ACCOMPLISH!

SHE SEES THE FIRST **BATTLES**, AND TASTES WITH HIM THE SWEET MEMORY OF VICTORY--

--AS WELL AS THE DESPAIR OF DEFEAT. ALL TOO CLEARLY SHE FEELS THE TERROR OF BEING BURIED ALIVE UNDER BILLIONS OF TONS OF STONE --

--BUT THEN, TOO, SHE KNOWS THE EXULTATION OF **ESCAPE** FROM THAT MOST HORRIFIC DEATH!

DRIVEN FROM THEIR CITADEL, HE AND HIS FRIENDS FOUND REFUGE HERE IN HER VILLAGE. IN HIM SHE RELIVES THEIR MEETING. SHE FEELS THE PAIN FROM HIS INJURIES, THEN FEELS IT **EASE** UNDER HER HEALING TOUCH...

...AND NOW, SHE UNDERSTANDS MUCH...

THAT WAS NEAT! IT WAS LIKE... TOUCHING SOULS! I SAW IN YOUR MIND TOO, YOU KNOW... AND I LIKED WHAT I SAW!

I KNOW YOUR NAME NOW! I--I CAUGHT IT...

Kelleher

JAH-NEE!

I LOVE YOU, TOO, ZAH-SHEE... UMM...

ZSAJI...

YEAH...

MEANWHILE, FAR AWAY, WITHIN THE FORTRESS-LAIR OF **MAGNETO**, IN A DARKENED CHAMBER, THE X-MAN CALLED **COLOSSUS** WALLOWS IN AN OCEAN OF LONELINESS AND WORRY...

I WONDER WHERE SHE IS NOW... WHAT SHE'S DOING...

I WOULD GIVE ANYTHING... *ANYTHING!* JUST TO KNOW IF MY LITTLE KATYA IS SAFE AND WELL!

DO YOU MISS ME, KITTY, AS MUCH AS I MISS YOU? I LOVE YOU SO...

ALL MY BIG PLANS FOR US, FOR A FEW YEARS FROM NOW, WHEN YOU ARE OLD ENOUGH...WHAT ARE THEY NOW? DUST! LESS THAN THAT, I AM THINKING...

SOMETHING TELLS ME I WILL DIE HERE IN THIS WAR, BILLIONS OF MILES AWAY FROM YOU, KITTY! AND EVEN IF WE *WIN* -- WHO IS TO SAY THAT THE BEYONDER WILL SEND US HOME?

"SLAY YOUR ENEMIES..." THE BEYONDER SAID, AND HE WOULD GRANT OUR WISHES!

I KNOW WHAT MINE WOULD BE!

COLOSSUS! COME AT ONCE!

AHHH! Y-YES, PROFESSOR X! AT ONCE!

SECONDS LATER...

HOW QUICKLY THEY RESPOND, XAVIER! YOU HAVE TRAINED THEM WELL!

THEY ARE SLOWER THAN *I* AM CONTENT WITH, *MAGNETO!*

ACH! PERHAPS WE WOULD BE QUICKER, HERR PROFESSOR, IF THE FORCE OF YOUR TELEPATHIC SUMMONS DID NOT BOWL US OVER!

NONETHELESS, *NIGHTCRAWLER* REPORTING!

STORM IS PRESENT!

SO WE'RE *HERE*, ALREADY! WHAT'S THE RUSH?

THAT WILL BECOME EVIDENT VERY SOON, WOLVERINE!

PLEASE RETRACT THE DOME, MAGNETO!

WHAT ...IS *THAT?*

I HAVE TELEPATHICALLY GLEANED THIS INFORMATION FROM REED RICHARDS'S THOUGHTS--WHAT YOU SEE IS THE HOME OF GALACTUS--A SOLAR-SYSTEM-SIZED MECHANICAL CONSTRUCT!

HE HAS APPARENTLY SUMMONED IT HERE FOR REASONS NOT YET CLEAR!

IF I HADN'T SEEN THE BEYONDER DESTROY AN ENTIRE *GALAXY* I WOULDN'T BELIEVE THIS... BUT NOW... I GUESS IT'S GETTING EASIER TO ACCEPT THE IMPOSSIBLE!

NO, IT ISN'T, CYCLOPS!

WHAT ARE WE-ALL GOING TO *DO?*

YOU, *ROGUE*, AND THE OTHERS, WILL GO NOW AND PREPARE A SHIP! WE MAY HAVE TO MOVE QUICKLY AGAINST GALACTUS, IF AS XAVIER AND I FEAR, THIS EVENT FORESHADOWS HOSTILE ACTION ON HIS PART!

IN THE MEAN-TIME XAVIER AND I SHALL TRY A MORE *SUBTLE* APPROACH!

YOU HEARD ME! *GO!*

SINCE WHEN DO *YOU* GIVE US ORDERS?

I AM THE LEADER OF THE X-MEN!

THAT'S RIGHT!

...THOUGH WITH STAKES THIS HIGH PERHAPS *I* SHOULD BE, GIVEN MY EXPERIENCE!

LISTEN TO ME, MY X-MEN! UNTIL FURTHER NOTICE *I* SHALL GIVE THE ORDERS... HERE AND IN THE FIELD!

NOW PLEASE DO AS MAGNUS SAID! THERE IS NO TIME FOR DISCUSSION!

ALL RIGHT...

...FOR THE MOMENT, ANYWAY!

YOU MUST BE CAREFUL, MAGNUS! IMPERIOUSNESS FOR THE SAKE OF EXPEDIENCY IS NOT WISE!

LET US GET ON WITH IT, XAVIER!

AT THAT MOMENT, THOUSANDS OF MILES AWAY, AT THE MASSIVE FORTRESS CALLED **DOOMBASE**...

YES, LIFE WAS ***VERY*** DIFFICULT BEFORE THE ATOMIC ACCIDENT-- YOU KNOW, WHEN I GAINED ABSOLUTE MASTERY OF ALL MOLECULES!

PEOPLE ***ALWAYS*** MADE FUN OF ME AND ***HURT*** ME! DID I TELL YOU ABOUT THE CHICKEN-FEATHER INCIDENT IN JUNIOR HIGH SCHOOL?

YES! OH, YOU POOR, POOR BOY! I WISH ***I'D*** BEEN THERE TO HELP YOU!

YEAH, AFTER I BUSTED A COUPLE OF GUARDS' HEADS, THEY GIMME THIS SUCKER TO SLOW ME DOWN! BUT I JUST TURNED AROUND AND USED IT ON 'EM!

MINE'S A ***WRECKING BALL!***

HEY, HERE COMES THE MILKSOP AND HIS COW! ROMEO AND GUERNSEY!

MOOO-OOO!

TSK! LET'S GET AWAY FROM HERE, MARSHA!

WHY THOSE-- THOSE SCUM!

MY THERAPIST SAYS NOT TO REACT! LET'S JUST GO AND BE BY OUR-SELVES!

ONE MORE SOUND OUT OF YOU JERKS AND I'M GOING TO MAKE YOU VERY SORRY!

YEZ'M, MIZ NERD! 'EVENING, MR. NERD!

WHAT?!

WHO SAID THAT? WHO SAID...***THAT WORD?!***

WH-WHAT ABOUT IT?

I'LL SHOW YOU "WHAT ABOUT IT"!

HEY!

I CAN'T BELIEVE HOW *VOLCANA* MOTHERS THAT LITTLE WIMP! THE MIGHTY *MOLECULE MAN*--HAH!

WHAP!

THIS MIGHT BE INTERESTING...

YOU FILTHY FATBAG! I'M GOING TO--

YOU WON'T DO *ANYTHING*, BECAUSE I CONTROL ALL MOLECULES, AND I'M THE MOST POWERFUL PERSON IN THE UNIVERSE! SO THERE!

IZZAT SO? C'MON, GUYS!

LET'S REARRANGE HIS FACE MOLECULES!

GUYS...?

NICE DAY, HUH?

LITTLE CLOUDY...

HEY--! I... CAN'T MOVE!

AND ALL I DID WAS COMPRESS THE MOLECULES OF YOUR SUIT INTO AN ULTRA-HARD METAL-LIKE SUBSTANCE!

AND NOW, YOU'RE A PUSHOVER! TAKE THAT, SMARTY!

GOOD WORK, OWEN!

GLGGH!

SPLITCH!

THAT'S IT, EAT SOME *MORE* MUD, PILEDRIVER!

DO ANY OF YOU HAVE ANYTHING TO SAY?

UH... NOPE!

GGURGLMPH!

THAT'S "NO, *SIR*, MR. MOLECULE MAN!"

NO, SIR, MR. MOLECULE MAN... SIR!

YER OKAY BY ME, PAL!

YEAH... UH... NO PROBLEM!

COME ON, MARSHA! I'LL MAKE US A NICE FLYING CHARIOT OUT OF SOLIDIFIED AIR MOLECULES--

--AND WE'LL GO OFF SOMEPLACE AWAY FROM THEM!

THOSE STUPID COWARDS! WHY, I WOULD HAVE RIPPED THAT LITTLE TWERP IN HALF BEFORE HE COULD-- HEY! WHAT'S *THAT?*

COME *ON!* RIP THAT SUIT OPEN! HE CAN'T BREATHE!

I'M TRYIN'! EVEN WITH MY CROWBAR IT'S NOT EASY! AND I CAN RIP ARMOR PLATE APART LIKE PAPER!

LOOK! LOOK UP THERE!

HUH?

NOW WHAT?

I DON'T EVEN WANT TO *KNOW* WHAT IT IS!

YEAH... I JUST HOPE IT'S ON OUR SIDE!

WHERE'S *DOOM?* HE'LL KNOW WHAT THAT THING IS! IT MIGHT EVEN BE HIS DOING!

AND, ELSEWHERE IN THE HUGE COMPLEX...

AT LAST! GALACTUS'S HOME HAS ARRIVED HERE...AS I KNEW IT WOULD!

AS HIS PLANS BECOME CLEAR TO ME, SO DO MY *OWN* PLANS CRYSTALIZE!

TIMING WILL BE CRITICAL!

ATTENTION, SERVITORS OF DOOM! PREPARE YOURSELVES FOR BATTLE! FROM THIS INSTANT ON YOU ARE ALL ON ***RED ALERT!*** YOU SHALL BE READY TO STRIKE AT A MOMENT'S NOTICE!

FAIL ME... AND YOU SHALL BE UTTERLY DESTROYED!

DOOM! I WOULD HAVE A WORD WITH YOU!

MY ORDERS WERE CLEAR, ***ENCHANTRESS!*** YOU WOULD DO WELL TO OBEY... IMMEDIATELY!

YOU CANNOT DECEIVE ME, DOOM! I SENSE THE ODDS AGAINST US...AND I AM AFRAID!

LOOK AT ME, VICTOR VON DOOM! I AM A GODDESS--! BEAUTIFUL... POWERFUL...***IMMORTAL!*** WHAT HAVE I TO GAIN HERE? I WANT NO PART OF THIS WAR!

SOME ***BARRIER*** PREVENTS ME FROM SIMPLY FLEEING THIS WORLD! I'VE TRIED! PERHAPS, THOUGH, IF YOU AND I COMBINED OUR TALENTS...WE COULD ESCAPE...***TOGETHER!*** YOU ARE SUCH A...***CLEVER*** MORTAL!

HOW WOULD YOU LIKE THE LOVE OF A GODDESS... FOR THE REST OF YOUR LIFE?

I WOULD NOT!

IF MY BEAUTY HOLDS NO CHARM FOR YOU...THEN LET US CONSIDER... YOUR ***OWN!***

I COULD ***REPAIR*** THE SCARS YOU HIDE BEHIND THAT IRON MASK!

MY FACE--? YOU COULD RESTORE ...MY FACE?!

EASILY!

NO! I KNOW ENOUGH ABOUT SORCERY TO REALIZE THE HIDDEN *PRICE* OF SUCH A FEAT!

SAVE YOUR TRICKS, ENCHANTRESS! YOU WILL NEED THEM, AND EVERY OUNCE OF POWER YOU POSSESS, IN THE COMING BATTLE!

DOOM, PLEASE--! I *BEG* THEE--!

I DON'T WANT TO DIE! YOU CANNOT IMAGINE WHAT IT IS FOR AN *IMMORTAL* TO FACE TOTAL, ULTIMATE DEATH!

ARE YOU FINISHED?

YOU SHALL... *REGRET* THIS...

YOU HAVE YOUR ORDERS, ENCHANTRESS! BEGONE!

VERY WELL, MADMAN! 'TIS *DONE!*

IS IT MADNESS, MY DEAR ENCHANTRESS, WHICH DRIVES A MAN OF MY GENIUS TO STRIVE FOR AN IMPOSSIBLE PRIZE...OR IS IT THE STRIVING FOR THAT WHICH IS EVER JUST OUT OF REACH WHICH PREVENTS MADNESS FROM OVERTAKING ME?

I DO NOT FEAR DEATH...

MEANWHILE, IN MAGNETO'S LAIR...

WHY IS IT *TAKING* SO LONG, XAVIER?

EVEN UNAWARES, HIS NATURAL MENTAL DEFENSES ARE STRONG BEYOND IMAGINING! ALL WE CAN DO IS KEEP PROBING ...PRESSING... *ENTREATING!*

MORE ENERGY, MAGNUS! *MORE--!* OPEN THE BARRIERS WITHIN YOUR CONSCIOUSNESS! LET ME TAP THE DEEPEST POOLS OF YOUR LATENT MENTAL POWERS!

IF WE CAN CONTACT *GALACTUS* MIND-TO-MIND WE MAY LEARN HIS PLANS...AND, PERHAPS *REASON* WITH HIM!

AT THAT MOMENT...

SEEMS PLAIN AS DAY TO ME--! HE'S GOING TO EAT THIS PLANET RIGHT OUT FROM UNDER US!

IZZAT RIGHT, REED?

I'M...NOT CERTAIN... BUT I'D LIKE TO TRY TO FIND OUT!

CAP! I ONCE SAVED GALACTUS'S LIFE!* I ALONE HAVE A CHANCE OF COMMUNICATING WITH HIM--!

IT'S AGAINST MY BETTER JUDGEMENT, REED! WE CAN'T AFFORD TO LOSE YOU!

I GUESS WHAT I'M SAYING IS...BE CAREFUL!

*FANTASTIC FOUR #244!

SHORTLY...

GALACTUS! *GALACTUS!*

HE'S COMPLETELY OBLIVIOUS TO ME-- BUT I *MUST* REACH HIM!

LISTEN TO ME! I THINK I KNOW WHAT YOU'RE PLANNING--AND IT IS *MADNESS!* IT WILL GUARANTEE *YOUR* DEATH AS SURELY AS OURS! YOU *KNOW* THIS--!

BUT, BACK AT MAGNETO'S FORTRESS...

IT IS NO USE! WE'RE LIKE GNATS TO GALACTUS! EVEN AT REST, HIS MENTAL DEFENSES ARE FAR TOO MUCH FOR US!

NO! MAGNETO IS NO INSECT! HE *MUST* ACKNOWLEDGE US!

IF WE MUST, WE'LL *BATTER* OUR WAY THROUGH!

MAGNUS, NO--! YOU'RE CAUSING A *SURGE*--!

THERE IS *ANOTHER* WAY, GALACTUS! YOU ARE OUR ONLY HOPE! *WITH* YOU WE MAY BE ABLE TO *APPROACH* THE BEYONDER--AND PERHAPS PUT AN END TO THIS INSANITY!

WHAT'S THIS?! HE GLANCED AWAY! BUT *WHY?*

*CLAWING AT THE FRINGES OF CONSCIOUSNESS SOMETHING GARNERS BUT A **FLICKERING** OF GALACTUS'S AWARENESS--*

*--AND BY SHEER REFLEX, A MASSIVE WAVE OF **PSIONIC FEEDBACK** INUNDATES THE SOURCE OF THE DISTURBANCE--*

--WITH DEVASTATING EFFECT!

AND, THEN...

WHUFF!

HE *NOTICED* ME--! BUT HE'S FORCING ME BACK WITH A TELEKINETIC BURST!

NO! DON'T! PLEASE--! HEAR ME OUT!

REED! WHAT HAPPENED?

WHATEVER DISTURBED GALACTUS AROUSED HIM SUFFICIENTLY TO MAKE HIM AWARE OF US AS WELL!

OH, WELL! YOU *TRIED*, REED--BUT THE BIG GUY JUST AIN'T GOT NO COUTH!

IF YOU'RE OKAY, THEN NO HARM DONE!

YOU DON'T UNDERSTAND--! WE'RE IN INCREDIBLE DANGER NOW! GALACTUS IS POINTEDLY AWARE THAT POTENTIAL PESTS--*US*--ARE NEAR AT HAND!

SO? HE GONNA SIC HIS *CAT* ON US OR SOMETHING?

"EXACTLY!"

HOLY TAMALE! WHAT THE HECK IS *THAT?*

THE "*CAT*" OBVIOUSLY--! SOME CONSTRUCT FOR DEALING WITH VERMIN!

WELL, DON'T JUST STAND THERE WAITING FOR IT TO HIT YA, HULK--!

SHEESH! HE MUST BE A LOVER, 'CAUSE HE SURE AIN'T A FIGHTER!

RRAKK!

I THINK WE'RE IN TROUBLE!

MEANWHILE, USING COMPLEX MODULES BEAMED DOWN FROM HIS MIGHTY HOME-SHIP, GALACTUS ASSEMBLES A MASSIVE MACHINE...UNDISTURBED!

BELOW...

GET BACK--! GIVE ME SOME ROOM TO USE MY *NOVA-INTENSITY* FLAME! THAT'LL STOP HIM!

CALL US A *CAB*, JUNIOR! AND DROP US A POSTCARD WHEN YER DONE--*OWW!*

--FRYIN' HIM!

AHHRRH!
MY SPIDER-SENSE IS GOING BONKERS--! GUYS, *LOOK OUT!*
OH, GEEZ--! TOO LATE!
IT'S FIRING SOME KIND OF GOOP THAT'S PARALYZING THEM!
THOR'S DOWN! WITH HIS HAMMER OUT OF THE FIGHT--!
DON'T *THINK* ABOUT IT! DO EXACTLY AS I TOLD YOU! OUR ATTACK MUST BE PERFECTLY COORDINATED!
THAT THING'S "GUN" MUST BE SILENCED-- AT ANY COST!
BOY, I *LOVE* THAT KIND OF TALK!
GOOD SHOT, CAP!
SOMETHIN' ABOUT THAT GUY--YOU JUST CAN'T LET HIM DOWN!
GOT 'IM, CAP!
GOOD THING THEY AIN'T NEVER HEARD OF RASSLIN' ON PLANET REMULAC! IF THIS GUY KNEW THE COUNTER MOVE FER THIS HOLD, I'D BE IN THE SOUP!
SO, IT *DOES* HAVE WEAK POINTS! OKAY--HIT HIM!
I'M COUNTING ON YOU!
HURRY UP, KID! EVEN WITH LEVERAGE, I CAN'T HOLD HIM LONG!

I HEAR YOU, ARMPIT-BREATH!

LET'S HOPE SOMETHING INSIDE IS MELTABLE!

KABLAMM!

WELL, LOOKEE THERE!

HE MUST FEEL LIKE HE ATE TOO MANY SARDINE SANDWICHES!

I BET *THAT* NEVER HAPPENED TO ONE OF THE BIG G'S TOYS BEFORE!

EVERYONE'S ALL RIGHT? GOOD!

I WISH I'D GOTTEN SOME LICKS IN!

I SUSPECT OUR CHANCES FOR GLORY SHALL ABOUND SOON, IRON MAN!

MAYBE REAL SOON--! MY SPIDER-SENSE IS BUZZING AGAIN! THERE'S DANGER NEAR--!

LOOK!

DOOM'S MEN!

THEY'RE BATTERED AND EXHAUSTED! EASY PICKINGS--!

BWHAAM!

YEAH? IF THAT *MOUNTAIN* WE DROPPED ON 'EM LAST TIME DIDN'T KILL 'EM, NO WAY THEY'RE EASY PICKINGS-- *EVER!*

THIS TIME WE KILL 'EM FOR SURE!

NOT FAR AWAY...

IT WASN'T SURPRISING TO DISCOVER THAT CAPTAIN AMERICA, REED RICHARDS AND THEIR LACKEYS HAD SOMEHOW SURVIVED THEIR APPARENT DEATH AT THE END OF OUR LAST ENCOUNTER!

AND, AS IT HAPPENS, THEIR PRESENCE HERE IS EXTREMELY CONVENIENT!

IT ELIMINATED THE NEED TO SEND MY FORCES IN A DIRECT ASSAULT ON GALACTUS--DURING WHICH THEY *SURELY* WOULD HAVE BEEN ANNIHILATED!

A SAVAGE BATTLE AGAINST THE HEROES IN GALACTUS'S IMMEDIATE VICINITY WILL SERVE JUST AS WELL, IF IT SUCCEEDS IN *DISTURBING* HIM AND DRAWING HIS ATTENTION!

A SPLIT SECOND IS ALL I NEED!

CUT DOWN THAT STAR-SPANGLED FOOL FIRST! WITH HIM DEAD, THE REST WILL BE EASY PICKINGS!

WE'RE IN TROUBLE! WE'RE TIRED ...BATTERED!

FALL BACK! GIVE GROUND BUT RETURN FIRE! KEEP SLUGGING! SLOW 'EM DOWN--!

ONCE WE BLUNT THE INITIAL THRUST, ON MY ORDER, DIG IN AND *HOLD!*

BUT, AS *ULTRON'S* ENERGY RAYS INTERSECTS *VOLCANA'S* AWESOME THERMAL BLASTS...

KABOOOM!

WHOA! LOOKS LIKE WE'RE A DEVASTATING COMBINATION, ULTIE!

THAT SOFTENED 'EM UP! LET'S FINISH 'EM!

STAY TOGETHER... KEEP FIGHTING! WE'RE NOT DONE YET!

WE'RE WITH YOU TILL THE LAST BREATH, CAP!

SUDDENLY...

X-MEN... ATTACK!

PRESS THEM HARD! THEIR POWER EXCEEDS OUR OWN! WE MUST STRIKE AS ONE!

ROGUE! YOU ARE LAGGING BEHIND! TITANIA IS CLOSING ON YOU, CUTTING YOU OFF FROM THE REST!

ROGUE! BEWARE--!

PROFESSOR, Y'ALL SHOULDN'T WORRY ABOUT ME SO!

KA BWHAAM!

I WILL SMASH *ALL* OF YOU! *YOU* ARE WHAT KEEPS ME FROM MY KATYA!

HELP! HELP ME!

THIS ONE'S CRAZY! HE'S A BERSERKER!

THE ELEMENTS MARSHAL THEIR INFINITE MIGHT AT MY BECKONING! POWER SEETHES IN THE ROILING CLOUDS! NOW, AT MY COMMAND--

--STRIKE!

BAROOM!

*SHE IS **STORM**, MUTANT MISTRESS OF THE ELEMENTS, AND ALL WHO BEHOLD HER HANDIWORK ARE AWED-- ALL SAVE THOR, THE **GOD** OF THUNDER--*

--AND GALACTUS! BUT EVEN THE MIGHTY PLANET-EATER CANNOT UTTERLY IGNORE THE RAGING GALE.

AND, IN THE MOMENT THAT HE PONDERS ITS POSSIBLE SIGNIFICANCE--

--CONCLUDING THAT TO HIM, IT HAS NONE--

--DOOM REACTS!

NOW!

AT TACHYON SPEED, DOOM'S JUMP-SHIP SPANS TWENTY-TWO MILLION MILES IN ONE HEARTBEAT--

--PASSING LIKE A WISP OF SUB-SPATIAL ETHER THROUGH THE WORLD-SHIP'S HULL!

G-GOT HIM! *GOT* HIM! NOW...I'LL KILL HIM... B-BEFORE HE KILLS US!

ARRGGH!

COLOSSUS!

GET AWAY FROM HIM!

EEYAHH!

AS THE BATTERED SERVANTS OF DOOM STRUGGLE TO THEIR FEET...

THEY FIGHT AS THOUGH POSSESSED! WHILE WE ARE TOGETHER AND I STILL HAVE STRENGTH ENOW, LET US *BEGONE*--BEFORE WE ARE OVERWHELMED! THIS DAY IS THEIRS!

NO! LET ME AT THEM AGAIN! I'LL--

SHUT UP, TITANIA!

THE ENEMY HAS FLED! TO THE SHIP--AT ONCE!

AS SOON AS WE GET COLOSSUS, PROFESSOR!

NO! HE MUST NOT BE MOVED! TO THE SHIP! *NOW!*

MOVE IT, WOLVERINE!

I--I DO NOT LIKE THIS, CYCLOPS! HOW CAN WE JUST LEAVE HIM?

GET INSIDE, NIGHTCRAWLER! THE PROFESSOR WILL EXPLAIN...

IT BETTER BE GOOD, CYCLOPS!

FOR ONCE I'M WITH YOU, WOLVERINE!

WHY THIS FOOLISH MEWLING? COLOSSUS WAS OBVIOUSLY GRAVELY INJURED! HE IS OF NO FURTHER USE TO US! WE CANNOT AFFORD TO BE ENCUMBERED BY CASUALTIES!

THE *X-MEN* STICK TOGETHER, BUCKET-HEAD--AND I GOT NO FURTHER USE FOR SCUM LIKE YOU! EVEN IF YOU *DID* MAGNETICALLY SHIELD US ALL WHEN GALACTUS SMASHED YOUR FORT...

THIS IS *WAR*, CRETIN!

SILENCE!

COLOSSUS'S INJURIES WERE SUCH THAT TO *MOVE* HIM WOULD KILL HIM! THERE IS A *HEALER* IN THAT VILLAGE WHO MAY BE ABLE TO SAVE HIS LIFE...AND I BELIEVE THAT CAPTAIN AMERICA AND COMPANY CAN BE TRUSTED TO DO HIM NO HARM!

AS AN INDEPENDENT ALLY OF CAPTAIN AMERICA'S GROUP WE WERE EXTREMELY EFFECTIVE. I BELIEVE WE SHOULD CONTINUE PLAYING A ROLE AS A "THIRD FORCE!" TO DO SO WE MUST ...KEEP OUR DISTANCE...EVEN IF IT MEANS LEAVING COLOSSUS BEHIND TEMPORARILY!

UNDERSTOOD?

AND, BACK AT THE VILLAGE...

JAH-NEE!

I BET YOU'RE SAYING YOU WERE WORRIED, ZSAJI! ME, TOO, BABE!

HEY, HOTSHOT! WE'VE GOT A BADLY WOUNDED MAN HERE! CAN YOU GET YOUR MEDIC GIRLFRIEND TO TAKE A LOOK?

I'LL TRY...BUT WHO KNOWS IF SHE CAN HELP A *MUTANT*? I MEAN... THEY'RE NOT EXACTLY NORMAL HUMANS! HE'S A WHOLE DIFFERENT SPECIES!

LEMME GET THIS STRAIGHT...A GUY WHO CAN BURST INTO FLAMES HAS DOUBTS THAT THIS BROAD FROM PLANET MONGO CAN HELP THIS MUTANT DUDE? THANK GOD HE AIN'T *BLACK*, HUH?

KNOCK IT OFF, SHELLHEAD! YOU KNOW WHAT I MEANT!

WH-WHAT ARE YOU DOING? LEAVE ME ALONE!

HEY, CHILL OUT, JACK! SHE'S TRYING TO HELP!

I--I WANT NO HELP! STAY... A-AWAY!

NOW YOU DONE GONE AND LOST YOUR PLACE IN LINE! YOU HAPPY?

HE'S *NUTS!* MAYBE THEY *ALL* ARE!

OH, WOW! THAT FEELS *SO* GOOD!

NICE WORK, LADY! YOU ARE *TERRIFIC!*

I'LL SAY! THAT HEALING TOUCH OF HERS IS BETTER THAN A WEEK IN INTENSIVE CARE!

AND SHE'S GORGEOUS, TOO! NOT A BAD PACKAGE!

SHE IS VERY BEAUTIFUL... AND VERY MUCH IN LOVE IT SEEMS WITH THE HUMAN TORCH!

WHY DOES THAT... *TROUBLE* ME? AND WHY CAN I NOT PICTURE KITTY IN MY MIND NOW?

ZSAJI! HER NAME IS ZSAJI...

STOP LOOKING AT HIM THAT WAY!

UH! OHH!

HOLD ON, MAN! HOLD ON!

Whilla

YEAH... I KNOW! DUTY CALLS! CATCH YA LATER, DOLL!

Whilla

OHH! THAT FEELS GOOD!

THANK YOU...

NEARBY...

IT TAKES GALACTUS SOME TIME TO COMPLETE THE ASSEMBLY, CAP! THERE'S NO TELLING EXACTLY HOW LONG THOUGH...

AND ONCE IT'S TOGETHER?

I PRESUME HE PLANS TO CONSUME THIS ENTIRE PLANET... PROBABLY DESTROYING US IN THE PROCESS...

AND THEREBY *WINNING* THE BEYONDER'S GAME!

I DOUBT THAT IT'S THAT SIMPLE. GALACTUS IS CALCULATING--PLANNING SOMETHING! I *FEEL* IT!

BUT WHAT? AND WHAT IS *DOOM* UP TO? WHY WASN'T HE WITH HIS LITTLE ARMY WHEN THEY ATTACKED?

AT THAT MOMENT, INSIDE THE HOME OF GALACTUS, THE MAN OF WHOM CAPTAIN AMERICA SPEAKS STANDS AWESTRUCK...**TRANSFIXED**...

HIS SENSES CANNOT ADEQUATELY TRANSMIT TO HIS BRAIN THE INDESCRIBABLE GRANDEUR THEY PERCEIVE--

--NOR CAN EVEN **HIS** MAGNIFICENT MIND FULLY GRASP THE UNIMAGINABLE CONCEPTS TO WHICH HIS SURROUNDINGS ATTEST!

MINUTES PASS, BEFORE, AT LAST, HE SPEAKS...

I ENTERED THIS PLACE AS SUBEXISTENT HYPER-ENERGY IN A VESSEL WHOSE TECHNOLOGY IS UNDREAMT OF BY MY KIND...WHOSE SIMPLE CONTROLS EVEN I COULD BARELY FATHOM...

AND NOW, I SEE THAT THE UNBELIEVABLE VEHICLE WHICH BROUGHT ME HITHER IS BUT A ***TOY***...AND I AM BUT A VIRUS ON THIS GREATEST OF WORLDS I NOW TREAD!

OTHER MEN WOULD SIMPLY ***BLIND*** THEMSELVES...OR FALL TO THEIR KNEES AND WORSHIP... OR PERHAPS, IF THEY WERE LESS LEARNED THAN I, THEY WOULD LACK THE WIT TO REACT AT ALL!

BUT I, VICTOR VON DOOM, SHALL FIND AN ANSWER HERE! NO! I SHALL FIND A ***WAY***--

-- A WAY FOR THE VIRUS TO GROW... TO BECOME STRONG...TO ***OVERWHELM*** THIS MIGHTY PULSING WORLD-SHIP...

...AND THEN GALACTUS HIMSELF... AND THEN THE ***BEYONDER!***

AND THEN, "ANSWERS" ARE OF NO CONCERN--FOR THEY SHALL SIMPLY BE... MY WILL!

HOLD! WHAT'S ***THIS?!***

NEXT ISSUE:

THE WAY!

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#6 IN A TWELVE-ISSUE LIMITED SERIES

MARVEL SUPER HEROES™ SECRET WARS™

Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all have been gathered to fight the ultimate war! Factions have formed. On one side stand the forces of *Doctor Doom*. Against them stand the Super Heroes commanded by *Captain America*. The *X-Men* and *Magneto* form a third force — allied with the other Super Heroes yet separated from them by mutual suspicion and mistrust. Meawhile, the mighty *Galactus* seemingly threatens to destroy them all! Now, while each side plans its strategies and maneuvers to gain the advantage, two "soldiers" missing in action from previous battles, are destined to play pivotal roles!

Stan Lee PRESENTS: MARVEL SUPER HEROES SECRET WARS™

AFTER ESCAPING FROM THE LAIR OF **MAGNETO** IN A STOLEN LANDSKIMMER, JANET VAN DYNE, A.K.A. THE **WASP** STRIVES TO REJOIN CAPTAIN AMERICA'S COMMAND -- IN THE WORST WAY...

THIS IS IMPOSSIBLE!

YOU'D NEED FIVE TENTACLES TO DRIVE THIS THING! OR TWO AND A HALF CHAUFFEURS!

OH!

KRUNK!

THISISMAGNETO'SFAULT! ANDTHEX-MEN'S!

HOWCOULDTHEY LETMEESCAPE?WHY DIDN'TTHEYSTOPME?

WHYDIDN'TTHEYCOME AFTERME?IKNOW THEIRPLANS!

THEY KNEW THIS WOULD HAP--

KRAKACHONG!

OH, NO! I BROKE A NAIL!

I DON'T EVEN HAVE AN EMERY BOARD AND I'M THIRTY-SEVEN TRILLION MILES FROM MY MANICURIST AND IT'S HER DAY OFF ANYWAY!

CLICK!

HEY! A LITTLE HOLOGRAPHIC **MAP!** I GUESS I BUMPED A SWITCH...

THAT DOT MUST BE WHERE I AM NOW... AND THERE'S A LITTLE **GLOW** BESIDE THAT THINGY THAT LOOKS LIKE A DOME!

MAYBE THIS CRAZY CAR IS TRYING TO MAKE UP WITH ME BY GIVING ME DIRECTIONS--

--OR **MAYBE** IT'S JUST TELLING ME WHERE TO GO!

SHRINKING TO INSECT SIZE, THE WASP'S WINGS SPROUT, AND...

OH, WELL! I DON'T KNOW WHAT **ELSE** TO DO, SO I SUPPOSE I'LL FOLLOW THE CAR'S ADVICE!

BEFORE I ABANDON MY TRUSTY STEED, THOUGH--

--I THINK I'LL PUT IT OUT OF ITS MISERY!

BLAAM!

THERE! PHOOEY ON YOU, CRAZY CAR!

IT'S INCREDIBLE HOW THE TERRAIN CHANGES SO ABRUPTLY! I *WATCHED* THE BEYONDER PUT THIS PATCHWORK PLANET TOGETHER OUT OF CHUNKS OF HUNDREDS OF OTHER WORLDS AND I STILL DON'T BELIEVE IT!

HOURS LATER...

I THOUGHT IT WOULD BE *COOLER* ONCE I REACHED THE FOREST, BUT IT'S LIKE A STEAM BATH HERE! IT'S GETTING HARD TO FLY--!

HOW CAN A GIRL FLAP HER WINGS IN SUCH MUGGY-NESS?

OH, *GOODNESS!* I QUIT! I RETIRE! SEND MY LIMO AROUND! I WANT TO FRESHEN UP, I WANT VIDAL TO DO MY HAIR, I WANT LUNCH AT 21, AND THEN I WANT A NAP!

HEY! STAY BACK YOU-- YOU HUNGRY HOPPERS!

KZAK!

BOY, I *AM* TIRED! I COULD JUST BARELY SUMMON ENOUGH BIO-ELECTRIC ENERGY FOR EVEN AN ITTY BITTY WASP'S STING!

HMM! THERE'S THAT THINGY I SAW ON THE MAP! MAYBE I CAN FIND A PLACE TO LAND AND *REST* THERE!

SECONDS LATER...

THERE! AT MY FULL FIVE-FOOT-FOUR THE BUGS CAN ONLY EAT ME A LITTLE AT A TIME...

...UNLESS THERE ARE SOME REALLY *BIG* BUGS LURKING AROUND!

HMM! I WONDER WHAT CAUSED THE *GLOW* IN THIS AREA ON THAT MAP? I WAS HOPING IT WAS A FIRST-CLASS *HOTEL!* I GUESS NOT...

WELL, JAN, IT CERTAINLY IS SPOOKY HERE, ISN'T IT?

WHY, YES, IT CERTAINLY IS, JANET! I BET EVEN THE LIONS AND TIGERS AND BEARS ARE SCARED! OH, MY!

KEEP TALKING, JAN...IT'S ENTIRELY *TOO* QUIET!

ALL RIGHTY! DON'T YOU WISH YOU WERE "EAGLEWOMAN" INSTEAD OF THE WASP? THEN YOU'D BE MORE SUITED TO LONG-DISTANCE MIGRATIONS, AND YOU WOULDN'T HAVE TO REST HERE IN THIS YUCK!

KRIK!

WH-WHAT WAS *THAT?*

WHOOSH!

OH, MY *GOODNESS!*

PLOOSH!

IT'S THE *LIZARD!* OH...MY... LORD!

GRAWWR!

RAKK!

MEANWHILE, SEVERAL MILLION MILES FROM THE SURFACE OF THE PATCHWORK PLANET LOOMS AN IMPOSSIBLY HUGE CONSTRUCT -- THE HOMEWORLD OF **GALACTUS!**

DEEP INSIDE, A CLOAKED INTRUDER LABORS AT AN ALIEN CONTROL CONSOLE...

UNCANNY! APPARENTY, ***ANY*** MANIPULATION OF THESE CONTROLS ACTIVATES THIS APPARATUS, WHICH SENSES THE ***INTENT*** OF ITS USER AND ACCOMPLISHES WHAT HE DESIRES!

ALREADY, IT HAS GATHERED UP THE STRANGE ***VIBRATORY ENERGY*** WHICH MY ARMOR'S BUILT-IN SENSORS DETECTED TRAVELLING, AS IF ALIVE, THROUGH THIS VESSEL'S WALLS!*

NOW, IT IS ABOUT TO REVEAL THE TRUE NATURE OF THIS PHENOMENON-- BY ***RECONSTITUTING*** THE ENERGY INTO... SOMETHING...

*AT THE END OF LAST ISSUE!

WHAT? ***KLAW!***

KLAW--THE SELF-STYLED "MASTER OF SOUND"?!

WHAT ARE ***YOU*** DOING HERE IN THE HOME OF GALACTUS?

HOME? HOME, HOME, HOME, HOME...

ANSWER ME, FOOL! SPEAK! SO COMMANDS ***DOCTOR DOOM!***

DOOM? DOOM, DOOM, DOOM, DOOM...

SO...I HAVE MANAGED TO RECREATE A RAVING LUNATIC!

OH? I'M *ALIVE* AGAIN? OH, GOOD! YOU KNOW, I WAS KILLED BY THE *DAZZLER!*

DAZZLER? THE MUTANT WHO ABSORBS SOUND AND TRANSFORMS IT INTO LIGHT?

"I DIDN'T *KNOW* THAT WHEN I ATTACKED HER! POOR ME! MY WHOLE BODY IS MADE OF SOLIDIFIED SOUND, YOU SEE! SHE STARTED SOAKING UP THE SONIC POWER I WAS THROWING AT HER--

"--AND, WELL, I GUESS SHE GOT CARRIED AWAY! SHE ABSORBED *ALL* MY SOUND-SUBSTANCE--JUST ATE ME ALL UP!

"I WAS *INSIDE* HER, FLOWING THROUGH HER NERVES, CRACKLING IN HER CELLS!

"FOR SOME CRAZY REASON GALACTUS CAME TO EARTH AND SEIZED HER--TOOK HER ABOARD HIS SHIP! HE NEEDED A FLUNKY LIKE HER FOR A LITTLE MISSION--FINDING HIS LOST HERALD, YES! SHE TRIED TO *FIGHT* HIM--

"--AND THAT'S WHEN SHE LET ME *OUT*, AS A BIG ENERGY BURST!"

ALL THAT WAS LEFT OF ME WAS A TINY VIBRATION WHICH WAS ABSORBED INTO THE SHIP'S WALLS. WHEN GALACTUS'S SHIP DOCKED HERE A WHILE AGO, I OOZED INTO *THIS* THING'S WALLS! SINCE THEN, I'VE--

ENOUGH, KLAW! BEGONE! YOU ARE OF NO USE TO ME!

WHAT ARE YOU LOOKING FOR?

KNOWLEDGE...POWER...OPPORTUNITY! A WAY TO CONQUER GALACTUS...AND, PERHAPS THE BEYONDER AS WELL!

BUT GALACTUS WILL SOON KNOW YOU'RE HERE! IF YOU STAY HERE FOR LONG, HE'LL NOTICE--! AND *THEN*--

I AM AWARE OF MY DANGER!

AH! BEHOLD THE MONITOR! GALACTUS IS STILL PREOCCUPIED MAKING PREPARATIONS TO DEVOUR THE PLANET BELOW!

HE'LL SOON FINISH CONSTRUCTING HIS WORLD-DRAINING DEVICE, THOUGH! AS SOON AS HE'S DONE, HE'LL NOTICE YOU BEING IN HIS HOME! HE WILL, HE WILL!

PERHAPS I CAN ARRANGE FOR HIS WORK TO BE *DELAYED!*

CAPTAIN AMERICA'S WRETCHED GROUP COULD EASILY BE MANIPULATED INTO ATTACKING GALACTUS! BUT THEY ARE BATTERED, BATTLEWEARY! IN THEIR CURRENT CONDITION, GALACTUS WOULD CRUSH THEM IN MERE SECONDS!

CRUSH, RUSH, RUSH, RUSH...

THE X-MEN AND MAGNETO? NO...THEY HAVE NOT THE RAW *POWER* NECESSARY...

POWER, OW-ER, OW-ER, OW-ER...

MY OWN VILLAINOUS PAWNS POSSESS THE NECESSARY MIGHT, YET, WITHOUT MY LEADERSHIP...BAH! LOOK AT THEM, LIMPING BACK TO MY FORTRESS LIKE WHIPPED CURS AFTER BEING THRASHED BY THE X-MEN!

THRASH, SMASH, TRASH, CRASH...

CLEARLY, I MUST EMPLOY INDIRECT MEANS!

HE PLANS TO FEED UPON THE PLANET'S ENERGY, DOES HE? WELL, PERHAPS I CAN SPOIL HIS LUNCH!

A FLY IN HIS SOUP?

THERE IS *PRECISELY* WHAT I NEED!

FLY IN HIS SOUP! SOUP! OOP, OOP, OOP...

I MUST SEND INSTRUCTIONS TO MY LACKEYS! YOU SHALL BE MY MESSENGER, FOOL! LISTEN CAREFULLY...

MOMENTS LATER...

IT'S A RISK, YOU KNOW, BEAMING ME DOWN TO THE PLANET! HE MAY NOTICE!

REMEMBER WHAT I HAVE TOLD YOU, KLAW!

SERVE ME WELL, AND I SHALL REWARD YOU BEYOND YOUR WILDEST DREAMS... FAIL ME, AND I SHALL *DESTROY* YOU!

OH, PSHAW! I *AM* MY WILDEST DREAM! I'M MADE OF ENERGY, AND YOU CAN'T CREATE OR DESTROY ENERGY! EINSTEIN SAID SO!

BUT I WANT TO PUT A FLY IN GALACTUS'S SOUP! SOUP! OOP, OOP, OOP...

AND, A SPLIT SECOND LATER...

HOLEE--!

WHO-- WHAT'S THAT?

SOUP! OOP, OOP, OOP..! I BRING WORD FROM DOOM! ORDERS FOR YOU!

BUT FIRST, THE MAGIC WORDS--ARE YOU LISTENING, ROBOT? *UKASE DOOM REX!*

NOW, THE ORDERS ARE...

SAVE IT, PAL! I'M NOT TAKING ORDERS FROM A RAVING IDIOT JUST BECAUSE YOU CLAIM DOOM SENT YOU! IN FACT, I'M GOING TO RIP YOU IN HALF--ON GENERAL PRINCIPLE!

NO!

I AM *ULTRON!* I ENFORCE DOOM'S WILL! THIS ONE HAS UTTERED DOOM'S CODE WORDS! THE ORDERS ARE GENUINE! THEY WILL BE OBEYED!

I *KNOW* WHO YOU ARE ALREADY, BOLT-BRAIN, AND I DON'T CARE WHAT YOU--

TITANIA, DON'T! HE ALREADY KILLED *KANG**--REMEMBER? LET'S JUST DO AS HE SAYS!

START *TALKING*, KLAW!

*ISSUE #4!

MEANWHILE, UPON HIS MOUNTAINTOP, THE MIGHTY GALACTUS PAUSES IN HIS LABORS! FOR A MOMENT HE STANDS STILL, LIKE A MAN LISTENING FOR A TINY GNAT WHICH MAY OR MAY NOT BE WITH HIM IN A DARKENED ROOM!

THEN, HE TURNS AND CASTS HIS GAZE UPON HIS HOME ...AND FOR LONG MOMENTS, HE STARES...

JUST THEN, MANY HUNDREDS OF MILES AWAY...

THAT WAS CLOSE! HE *COULD* HAVE HIT ME, BUT HE DIDN'T-- WHICH MEANS HE'S PROBABLY JUST POSTURING!

COME HERE! COME *OVER* HERE!

I WON'T HURT YOU! COME ON!

HE'S AS SCARED OF ME AS I AM OF HIM! IMAGINE!

SSS-SWAMP ISS MINE!

RIGHT! *YOUR* SWAMP! I WAS JUST PASSING BY ON MY WAY TO THE *PLAZA* SO I THOUGHT I'D STOP IN! *CHARMING* MUCK! *TRES CHIC!*

OH, DEAR! YOU'RE *HURT!*

THAT ARM--! IT'S ALL BLOODY AND *BADLY* BRUISED! IT DOESN'T LOOK BROKEN THOUGH! HOLD STILL AND LET ME SEE!

HMM...

OWWRR! *RAWWR!*

OH, *HUSH!* I JUST WANT TO SEE HOW BAD IT IS!

IT LOOKS PAINFUL, BUT NOT *TOO* SERIOUS! IT HAPPENED IN THE VERY FIRST BATTLE, I BET*!

* ISSUE #2!

YOU POOR THING! YOU DON'T EVEN UNDERSTAND WHAT'S GOING ON HERE! ALL YOU WANT IS A LITTLE SWAMP TO CALL YOUR OWN, SOME HOPPER-BUGS TO EAT, AND PEACE, RIGHT?

COME ON! LET'S FIND SOME SOLID GROUND AND I'LL CLEAN YOUR WOUNDS!

AND, AT MAGNETO'S FORTRESS...

WHAT A *MESS!* TO THINK GALACTUS DID ALL THIS DAMAGE WITH WHAT AMOUNTS TO A LITTLE OL' MENTAL *SHRUG*--!

IF I HAD NOT SHIELDED EVERYONE INSIDE BUBBLES OF MAGNETIC FORCE AT THAT MOMENT YOU WOULD NOT BE ALIVE TO VIEW THIS "MESS," ROGUE! COUNT YOURSELF LUCKY!

YOU AREN'T GOING TO LET US FORGET THAT YOU SAVED OUR LIVES, ARE YOU, MAGNETO? BUT IT WAS YOUR RASH BEHAVIOR THAT BROUGHT GALACTUS'S WRATH DOWN ON US IN THE FIRST PLACE*!

* LAST ISSUE!

THERE IS NO NEED FOR BICKERING, CYCLOPS! THE INCIDENT IS OVER! WE MUST PUT IT, AND OUR PAST DIFFERENCES WITH MAGNETO ASIDE! FOR THE PRESENT, AT LEAST, WE ARE *ALLIES!*

A LACK OF TRUST IN BATTLE CAN EASILY BRING DISASTER! REMEMBER *THAT!*

NOW, IF YOU WILL EXCUSE ME, I MUST ATTEND TO OTHER MATTERS!

SOON, ALONE IN HIS CHAMBER, PROFESSOR CHARLES XAVIER RESTS...

I WISH I'D BROUGHT MY WHEELCHAIR ALONG WHEN WE LEFT THE OTHER FORTRESS. MY LEGS ARE NOT YET QUITE STRONG ENOUGH...

BUT, NO! USING IT, EVEN A LITTLE, WOULD GIVE MY X-MEN DOUBTS ABOUT MY ABILITY TO LEAD THEM INTO *BATTLE*-- A NEW ROLE FOR ME, BUT ESSENTIAL I BELIEVE, UNDER THE CIRCUMSTANCES!

WHILE I'M RESTING, I MIGHT AS WELL RECONNOITER TELEPATHICALLY...

STRAINING THE AWESOME POWER OF HIS MUTANT MIND, THE FOUNDER OF THE X-MEN PROBES THE DISTANT FORTRESS CALLED **DOOMBASE**, STRONGHOLD OF THE OPPOSITION...

FROM GLIMPSES SEEN THROUGH OTHERS' EYES, FROM SNATCHES OF SOUND HEARD THROUGH OTHERS' EARS, FROM IMAGES FLICKERING ACROSS THE GRAY-WHITE, LABYRINTHINE WALLS OF OTHERS' MINDS, HE GLEANS INFORMATION...

...GOOD, SON! I BRING WORD FROM DOOM! ORDERS FOR YOU!

BUT... BY FAFNIR'S TEETH--! WHO *DARES* TO PRY INTO MY THOUGHTS?!

SOME... MORTAL FOOL!

DOLT! HEAR THOU *THIS*-- THE MIND OF A GODDESS IS TOO SUBTLE FOR YOUR CLUMSY PROBING! AND TO THE MIGHTIEST SORCERESS OF ALL--

--YOUR POWER IS A JOKE!

SHE'S MYSTICALLY SEALED THEIR MINDS AGAINST ME--BUT I MAY HAVE ALREADY LEARNED ENOUGH!

AND... ATTENTION! I HAVE LEARNED THAT DOOM IS DISPATCHING A TASK FORCE TO A VOLCANIC PLAIN ON THE OTHER SIDE OF THE PLANET!

CYCLOPS! YOU WILL LEAD ROGUE AND WOLVERINE TO OBSERVE THEM--ASCERTAIN THEIR PURPOSE--AND *STOP* THEM IF YOU DEEM IT NECESSARY!

YES, SIR!

WHAT?!

I'VE HAD *ENOUGH* OF THIS!

YOU HEARD THE MAN, ROGUE... WOLVERINE!

AH'LL SAY! HE *THINKS* LOUDER THAN AH CAN SHOUT!

LET'S GO! I'M READY TO RIP SOMEBODY!

YOU WISH TO SPEAK TO ME, STORM?

NO! I *WILL* SPEAK TO YOU AND YOU WILL LISTEN TO ME!

I AM THE LEADER OF THE X-MEN -- NOT CYCLOPS, AND NOT YOU!

CONTROL YOURSELF! YOUR ANGER IS DISRUPTING WEATHER PATTERNS FOR MILES AROUND -- WHICH MAY MAKE IT DIFFICULT FOR CYCLOPS'S SKY-CRAFT TO TAKE OFF!

LET HIM WAIT! *I* DID NOT ORDER HIM TO TAKE OFF!

SO...YOU ARE THE FIELD GENERAL AND I AM... WHAT? THE AGED TRAINING OFFICER, FIT, PERHAPS, TO HONE YOUR BATTLE SKILLS, BUT NOT TO LEAD! IS THAT WHAT YOU BELIEVE?

YOU ARE AN EXCELLENT *TUTOR!* LEAVE THE WAR TO THE WARRIORS!

NOTWITHSTANDING YOUR DOUBTS, I HAVE MADE THE DECISION WHICH IS MINE TO MAKE -- I WILL GIVE THE ORDERS! UNDERSTOOD?

GIVE YOUR ORDERS THEN, AND SEE WHO FOLLOWS THEM! I WILL GO MY OWN WAY!

NO, YOU WILL NOT! YOU, AND THE REST OF MY X-MEN, WILL *OBEY*--WITHOUT HESITATION!

AS LOATHE AS I AM TO TAMPER WITH OTHERS' MINDS I WILL NOT TOLERATE INSUBORDINATION, MUTINY... OR DESERTION!

I... SEE!

THE STAKES HERE ARE UNIMAGINABLY HIGH... THE ODDS ARE ALREADY HEAVILY AGAINST US--

--AND YET, YOU ARE WILLING TO BEAT YOUR OWN TROOPS INTO SUBMISSION TO ENSURE THAT *YOU* HAVE THE HONOR OF LEADING THEM INTO CATASTROPHE!

MEANWHILE, IN THE TINY ALIEN VILLAGE WHERE THE FORCES UNDER CAPTAIN AMERICA'S COMMAND HAVE TAKEN REFUGE--

*--THE X-MAN CALLED **COLOSSUS** LIES IN A TEMPORARY SHELTER, RECOVERING FROM THE NEAR-FATAL WOUNDS HE RECEIVED FIGHTING THE SOLDIERS OF DOOM A DAY AGO...*

LOOK AT THEM--! DESPITE THEIR OWN PERIL, THE FIRST CONCERN OF CAPTAIN AMERICA AND HIS GROUP IS FOR THE INNOCENTS AFFECTED BY THIS WAR!

WHY MUST THERE BE SUSPICION AND MISTRUST BETWEEN THESE NOBLE MEN AND US *MUTANTS*? I DO NOT UNDERSTAND WHY THERE MUST BE SEPARATE CAMPS, TWO DIFFERENT ARMIES FIGHTING FOR THE SAME JUST CAUSE!

I MISS MY FELLOW X-MEN! IF THEY CANNOT BE HERE, THEN I WISH I WERE WELL ENOUGH TO RETURN TO THEM!

AND KITTY... MY LOVE, SO FAR AWAY BACK ON EARTH... I MISS YOU TOO, SO VERY MUCH!

BUT... WHAT IS *WRONG* WITH ME? WHY, WHEN I TRY TO PICTURE KITTY, CAN I ONLY THINK OF *ZSAJI*, THE HEALER? DO I FORGET MY OWN BELOVED'S FACE?

NO! I WILL REMEMBER--! I WILL THINK ONLY ABOUT *KITTY!*

I *WILL* BE TRUE TO KITTY...
I *WILL* BE TRUE TO KITTY...
I WILL BE --

HUH? ZSAJI!

HELLO...I WAS JUST...I--I MUST TELL YOU THAT I... THINK...YOU...ARE...

I MEAN, WHAT YOU DO, WHATEVER IT IS, IT EASES THE PAIN GREATLY!

NO! I--I CANNOT DENY MY FEELINGS! ZSAJI, I THINK YOU ARE THE MOST BEAUTIFUL, MOST WONDERFUL WOMAN I HAVE EVER MET!

OH...OF COURSE...YOU SPEAK NO ENGLISH--AND PROBABLY NO RUSSIAN EITHER! WHAT IS THE MATTER WITH ME? I--I AM SORRY!

IT IS BETTER THAT YOU CANNOT UNDERSTAND ME, PERHAPS! ALREADY, I MUST SEEM A FOOL IN YOUR EYES...

HIYA, ZSAJI!

WHAM!

THE *HUMAN TORCH* WHAT IS HE *DOING*?!

IT'S A THRILLER! THRIL-LER NIGHT--!

YOU REALLY HAVE CONFIDENCE IN ME, DON'T YOU, DOLL? YOU'RE NOT AFRAID AT ALL!

WELL, YOU'RE RIGHT, BABE! I'M NOT GONNA LET YOU DOWN--!

EXCEPT LIKE *THIS*, OF COURSE--VERY GENTLY!

BEING THAT IT MAY BE THE LAST COUPLE OF DAYS OF OUR EXISTENCE, HOW ABOUT WE SNEAK OFF AND GO NECKING OVER BY THE WATERFALL?

I'LL ASSUME THAT MEANS, "BABY, I'M YOURS..."! LET'S GO!

NEARBY...

WE'LL HIT HIM AS HARD AS POSSIBLE FROM AS MANY ANGLES AS WE CAN! HIS MACHINE IS THE PRIMARY TARGET!

FROM THIS MOMENT ON, EVERY ONE OF US MUST REMAIN ON CONSTANT ALERT--WE MAY HAVE ONLY SECONDS TO REACT WHEN GALACTUS BEGINS TO DEVOUR THIS PLANET!

IF HE DOES! IT SEEMS CERTAIN, AND YET...

WHAT ABOUT THE *WASP*, CAP?

WELL, SHE-HULK, COLOSSUS TOLD US SHE LEFT MAGNETO'S LAIR! I PRESUME SHE'S OKAY, AND IS SEARCHING FOR US RIGHT NOW!

CAPTAIN MARVEL HAS DONE *SOME* FASTER-THAN-LIGHT SEARCHING FOR HER...

FINE! MEANWHILE LET'S GO BREAK MAGNETO'S HEAD FOR KIDNAPPING HER IN THE *FIRST* PLACE!

WE DON'T HAVE TIME FOR VENDETTAS! BESIDES, MAGNETO SEEMS TO BE WORKING WITH THE X-MEN NOW, MORE OR LESS ON OUR SIDE!

HE'S STILL A CRIMINAL... A *MURDERER*--! AND A CREEP!

PICKY, PICKY, PICKY-- HE'S PROB'LY A LOT OF FUN AT PARTIES!

LET'S *SMASH* HIM! OR LET'S SMASH *DOOM*! OR EVEN *GALACTUS*!

I'M *TIRED* OF SITTING AND WAITING! LET'S TAKE THE *OFFENSIVE*!

I'D LOVE TO, HULK! BELIEVE ME! BUT IF WE WASTE OUR STRENGTH RASHLY--

--WE MAY NOT HAVE ENOUGH LEFT WHEN IT REALLY COUNTS!

NOT FAR AWAY...

HI YA, HAWKEYE! WHATCHA DOING? MAKING NEW ARROWS?

YEP! MISTER FANTASTIC USED UP THE LAST OF MY HI-TECH SPECIALS JAZZING UP IRON MAN'S ARMOR*!

HE CANNI-BALIZED MY WEB-SHOOTERS, TOO! I KNOW HOW YOU FEEL!

NO, YOU DON'T! YOU'RE *STILL* SPIDER-MAN, EVEN WITHOUT WEBS! BUT WITHOUT ARROWS, MAN... I'M JUST A GUY IN A FUNNY SUIT!

*ISSUE #4!

WHAT'S HAPPENIN', BABE?

I'LL MAKE YOU A DEAL! YOU CALL ME "CAPTAIN MARVEL" INSTEAD OF "BABE," AND I'LL CALL YOU "IRON MAN" INSTEAD OF "BOZO"!

HUH?

HEY, LOOK, I DIDN'T MEAN TO...

I KNOW, I KNOW! BUT I'M NOT IN THE MOOD FOR SINGLES-BAR CHIT-CHAT!

STRANGE... I'D ALWAYS THOUGHT IRON MAN WAS SO... SOPHISTICATED-- WORLDLY! IT'S AS THOUGH A DIFFERENT MAN WERE INSIDE THAT ARMOR LATELY!

AND HE CERTAINLY ISN'T MY TYPE!

WHAT'S *WRONG* WITH THAT WOMAN?

AND WHAT'S WRONG WITH *ME*? MY *HEAD* HURTS! THAT'S BEEN HAPPENING A LOT LATELY!

SHEE-OOT! I'VE GOT MY WORK TO DO! I BETTER JUST FORGET ABOUT MY HEAD... *AND* THAT SQUEEZE!

AT THAT MOMENT, HALF A WORLD AWAY...

THIS IS THE PLACE DOOM SAID! WE'LL SET DOWN NEAR THAT BIG CRATER!

AND...

ABSORBING MAN--! GUARD OUR RIGHT FLANK! TITANIA--! TO THE LEFT! AND YOU, MOLECULE MAN...

I KNOW WHAT TO DO, OCTOPUS! IT'LL BE EASY AS LONG AS I'M NOT INTERFERED WITH!

BUT...

HEADS UP! WE'VE GOT COMPANY!

OH, DARN!

IT'S THREE OF THE *X-MEN!*

IZZAT ALL?

THEY MUST NOT STOP US!

THEY WON'T!

DOCTOR OCTOPUS...THE MOLECULE MAN...THE ABSORBING MAN...AND THAT LADY POWERHOUSE--! I THINK THEY'VE GOT US OUTGUNNED, CYCLOPS!

IT LOOKS THAT WAY!

WELL, WHY TAKE THEM *ON*, THEN? I THOUGHT WE WERE SUPPOSED TO "OBSERVE"...

DOOM WOULDN'T COMMIT SO MUCH MUSCLE TO AN OPERATION THAT WASN'T *VITAL!* WHATEVER THEY'RE PLANNING TO DO HERE, WE *MUST* PREVENT THEM FROM DOING IT!

DO OR DIE! MY KIND OF FIGHT! LET'S *GET* 'EM!

HERE THEY COME! OH, I *HATE* FIGHT-ING!

YOU MUSTN'T BE ENDANGERED ANYWAY! STAY BACK! WE'LL DISPOSE OF THESE CRETINS!

THIS LITTLE, HAIRY ONE IS A REAL CASE!

WOLVERINE, *WAIT!* WE CAN'T FIGHT THEM TOE-TO-TOE!

SHUT UP, CYCLOPS!

SPLATTER HIM, LEGS!

I WON'T MISS HIM... AND NEITHER WILL ANYONE ELSE, I BET!

NICE SHOT!

YOU REMIND ME OF A LADY BOUNCER I USED TO KNOW! ORNERY... TOUGH! I BET ME AN' YOU COULD HAVE US SOME FUN, LIKE ME AN' HER USED TO! WHATCHA SAY, BABY--HOW 'BOUT A DATE?

I THINK YOU *MAY* BE TOUGH ENOUGH FOR A REAL WOMAN! OKAY... BUT *I* CALL THE SHOTS! GOT IT?

WOLVERINE--!

MAH LORD! CYCLOPS, WE GOT TO GET *OUT* OF HERE! WE DON'T STAND A CHANCE!

QUIET! DO AS I SAY!

SHARP PRESSURE TO A MICRO-SWITCH IN THE THUMB OF HIS GLOVE CAUSES CYCLOPS'S RUBY QUARTZ VISOR TO OPEN, AND...

THERE! THAT'LL PUT THEM BACK ON THEIR HEELS FOR A SECOND!

QUICK, ROGUE! SWING AROUND AND HIT THEM FROM BEHIND! PUT MOLECULE MAN OUT OF ACTION FIRST! HE'S THE DEADLIEST!

KWHA-BOOM!

GO! MOVE!

ALL RIGHT! ALL *RIGHT!*

NICE WORK, SHIELDING US, MOLECULE MAN! CYCLOPS'S OPTIC BLASTS ARE DANGEROUS!

PLEASE CALL ME OWEN... OR EVEN MR. REECE!

AH'M NOT AFRAID... NOT OF FIGHTIN', ANYWAY! BUT I DON'T WANT TO *DIE!* AND BEIN' AN X-MAN IS LOOKING MORE AND MORE LIKE SUICIDE!

I BETTER ABSORB THE POWER OF THESE HERE ROCKS! THIS MAY TURN OUT TO BE A *FIGHT!*

YEAH, I WOULDN'T WANT YOU GETTING HURT-- *BEFORE* WE PARTY!

DOOM'S SIDE IS TRYING TO *WIN* THE PRIZE THE BEYONDER OFFERED-- WHICH IS *ANYTHING* THEY WANT-- BY KILLING THEIR ENEMIES! AND WHAT ARE THE X-MEN DOING? BEATS ME! AND WHAT AM *AH* DOING? *FOLLOWING ORDERS--?!*

WHUFF!

WHAM!

SHE MUST HAVE BEEN DAYDREAMING! SHE WALKED RIGHT INTO THAT!

ROGUE! *ROGUE!* PULL YOURSELF TOGETHER AND GET BACK HERE!

FORGET IT, KID! SHE'S--*ARRGH!*

WHY, YOU--!

IT'S ALL OF US AGAINST JUST HIM!

CAREFUL--!

HAW! IF HE BLASTS ME, I'LL JUST ABSORB THE POWER OF HIS BEAMS AN' BECOME A LIVIN' CONCUSSION BLAST! THAT'LL BE A KICK, HAMMERIN' HIM WITH HIS OWN RAYS!

HEY, WIMP!

HUH?

WOLVERINE--! NO!

OWW! MY *ARM!*

EEEYAGGHH!

SON OF A--! CYCLOPS, YOU *IDIOT!* WHY'D YOU DEFLECT MY STRIKE?!

FWHAMM!

IS HE *DEAD?* IS HE *DEAD?!*

NO! NOT YET, ANYWAY! BUT HE'S HURT BADLY! VERY BADLY!

THAT DOES IT! LET'S *ACE* THOSE JERKS!

NO! THE MOLECULE MAN IS IMPORTANT TO DOOM! IF HE SHOULD BLEED TO DEATH WHILE WE'RE WASTING PRECIOUS SECONDS KILLING THESE X-MEN, DOOM WILL HAVE US VAPORIZED!

WE MUST GET HIM BACK TO THE HQ AND GET HIS WOUNDS TREATED AT ONCE!

SECONDS LATER...

THEY'RE LEAVING! AH DON'T *HAVE* TO MAKE A CHOICE ...THIS TIME!

SUMMERS, YOU LILY-LIVERED, LAME EXCUSE FOR...

LISTEN CAREFULLY, WOLVERINE--! IF YOU WANT TO BE ON OUR SIDE, YOU DON'T *KILL!* TAKE A LIFE, *ANYONE'S* LIFE, UNDER ANY CIRCUMSTANCES...AND FROM THAT MOMENT ON, *YOU* ARE THE ENEMY! CLEAR?

YEAH...AND WHEN THE TIME COMES...TRY TO MAKE SURE YOU'RE AT A SAFE DISTANCE, JERK... FOR YOUR OWN SAKE!

UH... AH'M OVER HERE, SCOTT, AN AH'M OKAY! LOOKS LIKE, UM...WE WON!

AH WONDER WHAT THEY WERE AFTER HERE, IN SUCH A DESOLATE PLACE? AND WHY WAS IT THOSE FOUR?

WELL...IT SEEMS PRETTY CERTAIN THAT THE OTHERS WERE JUST BODYGUARDS FOR THE *MOLECULE MAN!*

HMM...

THE MOLECULE MAN CAN MANIPULATE MATTER AT WILL! DOOM *COULD* HAVE SENT HIM HERE TO RIP OPEN THESE VOLCANIC CONES...

WHY?

I DON'T KNOW! I DOUBT THAT DOOM WOULD RESORT TO ELABORATE, ROUNDABOUT SCHEMES TO DEAL WITH US OR CAPTAIN AMERICA'S GROUP--

-- BUT *GALACTUS* IS ANOTHER STORY! HE'S AS MUCH A THREAT TO DOOM AS HE IS TO US!

STAND BACK, YOU TWO!

CYKE! WHAT ARE Y'ALL DOING?

SHUT UP AND RUN, ROGUE! IT'S GONNA GET *HOT* HERE IN A SECOND!

BARROOM!

WHOA! IT ONLY TOOK ONE WELL-PLACED FULL-POWER SHOT! THIS AREA'S LESS STABLE THAN I THOUGHT!

SOUNDS LIKE FAMOUS LAST WORDS! LET'S GET OUT OF HERE!

AND, IN MOMENTS...

Y'ALL STARTED A CHAIN REACTION, CYCLOPS! THE WHOLE PLAIN IS EXPLODING!

LET'S HOPE I DID THE RIGHT THING!

MEANWHILE...

THERE! IT *SHOULD* START GETTING BETTER NOW!

YOU'VE BEEN A VERY, *VERY* GOOD PATIENT, LIZARD! I'LL BET YOU'RE REALLY A SWEETIE UNDERNEATH ALL THAT SURFACE HOSTILITY!

I HATE HUMANSSS ...CRUSH THEM ALL! LIZARD... AND HISSS KIND MUSST RULE!

I SEE! WELL, I'D HEARD YOU WERE VICIOUS AND CRUEL, BUT I BELIEVE IN JUDGING PEOPLE AND LIZARDS ON THEIR BEHAVIOR, NOT ON REPUTATION, AND--

WASSSP IS ...CRAZY!

TSK! SUCH MANNERS! AND HERE I WAS ABOUT TO TELL YOU I THOUGHT YOU WERE A GENTLEMA-- A GENTLEREPTILE! YOU'D BETTER APOLOGIZE, OR I'LL TELL GUCCI WHERE TO FIND YOU!

SSS-SORRY...

THAT'S ALL RI-- OHHH!

FHSST!

WASSSP!

WHEEOOO! NICE SHOT, WRECKER!

YEAH! THANKS, PILEDRIVER!

OKAY...THUNDERBALL! BULLDOZER! BRING THE LIZARD ABOARD!

YEAH, SURE! BUT I DON'T UNDERSTAND WHAT THE HECK FOR!

BECAUSE KLAW SAID DOOM SAID WE SHOULD! I SUPPOSE HE FIGURES WE'LL NEED MORE MUSCLE FOR THE BIG SHOWDOWN!

YOU... KILLED... WOMAN!

YOU KILLED THE WOMAN!

RAWRR!

RAWWRR!

KWHAM!

OOF!

HEY!

WRECKER! HE'S GOING NUTS! DO SOMETHING!

RELAX! THIS THING'S GOT A *STASIS-RAY!* DOC OCK SHOWED ME HOW TO WORK IT WHEN HE TAUGHT ME HOW TO DRIVE THIS RIG!

NOW WE'LL JUST HAUL THAT WHOLE CHUNK OF SWAMP BACK WITH US!

THAT THERE LOOKS LIKE A PORTABLE HOCKEY RINK!

I RECKON YOU KNOW YOU GOT THE WASP'S CORPSE IN THERE, TOO!

YEAH, I KNOW! WE'LL PULL HER OUT AND DUMP HER ON THE WAY BACK TO DOOMBASE SOMEWHERE!

LET'S GO!

ELSEWHERE...

THE DEVICE NEARS COMPLETION! OUR TIME, I FEAR, GROWS SHORT!

CAP, LET'S *DO* SOMETHIN'! EVEN JUST TO STALL HIM! MEBBE WE CAN INNEREST HIM IN A GAME OF POKER!

REED WANTS TO TAKE ONE MORE STAB AT REASONING WITH HIM... MAYBE AT DAWN...

SAY THE WORD, CAP, AND I'LL GO UP THERE AND BEAT THE HECK OUT OF HIS ANKLE!

VERY FUNNY, SHE-HULK, BUT, NO THANKS! FOR NOW WE WAIT AND WATCH!

AND AS THE HEROES WATCH, THEY ARE WATCHED IN TURN! FOR IN THE SHADOWS, A DARK AND MENACING FIGURE LURKS!

NEXT ISSUE: **BERSERKER!**

#7 IN A TWELVE-ISSUE LIMITED SERIES

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Stan Lee PRESENTS: MARVEL SUPER HEROES™ SECRET WARS™

BERSERKER!

ON THE OUTSKIRTS OF THE ALIEN VILLAGE WHERE CAPTAIN AMERICA AND HIS FORCES HAVE TAKEN REFUGE, A MYSTERIOUS, FURTIVE FIGURE SUDDENLY STEPS OUT OF THE SHADOWS INTO THE LIGHT!

HEY! WHO ARE YOU?

I'M SPIDER-WOMAN!

JIM SHOOTER -- *WRITER*
MIKE ZECK -- *PENCILER*
JOHN BEATTY -- *INKER*
JOE ROSEN -- *LETTERER*
CHRISTIE SCHEELE--*COLORIST*
TOM DEFALCO -- *EDITOR*

HEY, EVERYBODY! LOOK WHAT I FOUND!

A GIRL!

HELLO, EVERYBODY! I'M *SPIDER-WOMAN!*

YOU SPEAK ENGLISH! YOU'RE FROM EARTH--!

BUT YOU'RE A DIFFERENT LADY THAN THE SPIDER-WOMAN WE KNEW!

HOW'D SHE *GET* HERE?

THE BEYONDER USED FRAGMENTS OF MANY PLANETS TO BUILD THIS WORLD--I ASSUME YOU WERE *ON* ONE OF THEM!

A WHOLE SUBURB OF DENVER! WE JUST SUDDENLY FOUND OURSELVES HERE!

WHO...OR *WHAT* IS THE BEYONDER?

HE'S THE DUDE WHO BROUGHT US HERE--US AND SOME HEAVY-DUTY BAD GUYS--TO *FIGHT!* GUESS HE WAS BORED ONE DAY...

I SAW EVIDENCE OF THE FIGHTING! THAT'S ONE REASON I TRACKED YOU HERE! I WANT TO HELP!

WHAT MAKES YOU THINK *YOU* CAN HELP *US?*

WELL, I'M *STRONG!*

HMM... THAT YOU ARE... BUT...

BUT YOU'RE WORRIED THAT I'M A SPY, RIGHT--? ONE OF THE BAD GUYS, HERE TO STAB YOU IN THE BACK!

NO! I DON'T THINK DOOM WOULD BOTHER WITH TREACHERY! HE'S GOT TOO MUCH RAW POWER AT HIS BECK AND CALL!

SHE TOSSED THAT BOULDER AS EASILY AS I COULD HAVE... AT *LEAST!* I WONDER IF SHE STICKS TO WALLS, TOO!

AND I WONDER IF I CAN *SUE* HER FOR INFRINGING ON MY SCHTICKS! I SHOULD HAVE GOTTEN A PATENT OR TRADEMARK OR SOMETHING...

ACTUALLY, MISS, WHAT I WAS GOING TO SAY IS THAT STRENGTH IS NOT ENOUGH! LOOK, THIS LITTLE WAR IS DANGEROUS BUSINESS...

I SUSPECT THAT IT'S NO LESS DANGEROUS FOR THE SPECTATORS, CAPTAIN AMERICA-- I MIGHT AS WELL PITCH IN!

HEY, WHAT'S THAT *NOISE*?

THE GROUND'S SHAKING--! AS IF SOMETHING BIG WERE RUMBLING TOWARDS US!

SUDDENLY...

EEYOW--! LOOK OUT!

KA-BOOM!

GET THE VILLAGERS OUT OF ITS PATH! *MOVE!*

THOOM!

HEY, YOU JERKS! HERE'S A PRESENT FOR YA--FROM THE *WRECKING CREW!*

CATCH!

IT'S THE *WASP!*

JANET! JAN--!

THEY MUST HAVE FOUND HER OUT THERE SOMEWHERE --ALONE!

HOW BAD IS IT?

IT LOOKS LIKE SHE'S BEEN *SHOT!* AND THAT FALL-- THE WAY SHE LANDED--!

GET HER TO THE *HEALER'S* HUT! MAYBE SHE CAN DO SOMETHING!

SHE'S NOT BREATHING--! NO PULSE, EITHER! ZSAJI, PLEASE HELP HER!

SHE DOESN'T DIG THE WORDS YOU'RE SAYING, SHE-HULK, BUT I THINK SHE GETS THE DRIFT!

IF ANY-ONE CAN HELP HER, IT'S ZSAJI!

HELP HER, ZSAJI--! BRING HER BACK...

WHERE ARE YOU *GOING?* GET BACK HERE AND *HELP* HER! DO YOU HEAR ME?!

NO ONE...CAN HELP HER NOW, SHE-HULK!

SHE'S... DEAD!

SECONDS LATER, OUTSIDE...

THEY WON'T GET AWAY WITH THIS!

THEY'RE GOING TO PAY... ALL OF DOOM'S TOADIES! ESPECIALLY THE WRECKING CREW!

LET'S GO GET 'EM!

AYE!

NO!

NOW, *LISTEN* TO ME--! WHILE WE'RE OFF GETTING EVEN, WHAT IF GALACTUS STARTS TO *USE* THAT WORLD-EATING MACHINE HE'S BUILDING UP ON THAT MOUNTAIN? THEN EVERY LIVING THING ON THIS WORLD--INCLUDING THESE INNOCENT VILLAGERS AND ALL THOSE PEOPLE FROM THAT SUBURB OF DENVER WILL DIE!

WE'VE GOT TO STAY RIGHT HERE, READY TO ATTACK HIM! WE MAY HAVE ONLY SECONDS TO REACT WHEN IT BEGINS!

WHY WAIT? LET'S HIT GALACTUS *NOW!* THEN WE'LL GO CRUSH THOSE OTHER MURDEROUS SCUM!

OF COURSE ATTACKING GALACTUS IS A LOT LIKE SUICIDE!

BAH! LET'S FIGHT IT OUT AND SEE!

MAYBE DOOM'S *TRYING* TO GOAD US INTO SLUGGING IT OUT WITH GALACTUS!

AYE...AND ONCE THE VICTORS--OR VICTOR--EMERGED, BONE-WEARY AND BLOODIED, DOOM WOULD ATTACK, GIVING NO QUARTER!

BUT... IT'S GOING TO COME TO THAT ANY-WAY!

MAYBE... BUT WE'RE GOING TO WAIT AND SEE!

I WANT THEIR HIDES AS MUCH AS ANY OF YOU... AND I SWEAR, IF WE GET THE SLIGHTEST CHANCE--!

RIGHT NOW, WE DARE NOT SQUANDER AN OUNCE OF OUR STRENGTH!

MEANWHILE, HALF A WORLD AWAY, THREE OF THE X-MEN ROCKET HOMEWARD...

WATCH WHERE YOU'RE GOIN', SUMMERS! THOSE AIN'T SPARKLERS OUT THERE!

QUIET, WOLVERINE! PROFESSOR X IS COMMUNICATING TELEPATHICALLY WITH ME!

IT IS REMARKABLE THAT YOU, WOLVERINE, AND ROGUE WERE ABLE TO DRIVE AWAY FOUR OF DOOM'S MOST POWERFUL LACKEYS! WELL DONE, CYCLOPS!

THANK YOU, SIR! WOLVERINE SUSTAINED MINOR INJURIES -- FOR *HIM*, ANYWAY! NO SWEAT, GIVEN HIS RECUPERATIVE POWERS!

WE'LL BE BACK AT MAGNETO'S FORTRESS IN APPROXIMATELY EIGHTY-TWO MINUTES!

NEGATIVE! CHANGE COURSE AND *PURSUE* DOOM'S TASK FORCE! NIGHTCRAWLER, STORM, MAGNETO AND I ARE BOARDING A SECOND SKYCRAFT EVEN NOW --!

WE HAVE A CHANCE TO TRAP THE *MOLECULE MAN*, *TITANIA*, THE *ABSORBING MAN*, AND *DOCTOR OCTOPUS* BEFORE THEY CAN REJOIN THEIR ALLIES! WE MUST NOT LET IT SLIP AWAY!

WE SHALL CONVERGE WITH YOU AND INTERCEPT THE TARGET CRAFT!

AT THAT MOMENT...

HOW'S THE WIMP?

WHY? DON'T TELL ME YOU GIVE A RAT'S PATOOT!

NAH! JUST MAKIN' CONVER-SATION, LEGS!

WELL, LET'S SEE... HEY, MOLECULE MAN! HEY, MILKSOP!

MAN, HE'S OUT COLD!

WHAT DO YOU EXPECT, TITANIA? THE WAY WOLVERINE SLICED HIM OPEN, HE'S LUCKY TO BE ALIVE! YOU AND THE ABSORBING MAN HAD BETTER SEE TO IT THAT HE DOESN'T DIE--OR DOOM WILL HAVE YOU DISINTEGRATED!

BUT HE'LL *FORGIVE* YOU, HUH, OCTOPUS? FAT CHANCE! DRIVE FASTER, JERK!

AND, HUNDREDS OF MILES AWAY, IN THE VAST FORTRESS CALLED **DOOMBASE**--

--THE PLEAS OF A DISTRAUGHT **VOLCANA** FALL ON UNSYMPATHETIC EARS...

KLAW! MY LITTLE OWIE IS HURT! HE NEEDS ME! I'VE GOT TO GO TO HIM!

I CAN'T HELP YOU, MY PLUMP PRETTY! I'M MAD AS A *LOON!*

LOON! OON, OON, OON!

ENCHANTRESS! YOU'RE A SORCERESS! YOU COULD USE YOUR MAGIC TO TRANSPORT ME TO MY OWEN!

YES... BUT WHY WOULD I, MORTAL?

WELL... BECAUSE... BECAUSE I *NEED* YOU TO! I CAN'T FLY A SHIP! I--I DON'T EVEN HAVE A DRIVER'S LICENSE FOR A CAR! *ULTRON* WON'T HELP ME--! HE ONLY TAKES ORDERS FROM DOOM!

IT TAKES MUCH ENERGY TO TRANSPORT A BODY AS... *BLOATED* AS YOURS! I CANNOT BE BOTHERED!

PLEASE... I BEG YOU!

HOW AMUSING! AND NEXT, DOUBTLESS, YOU SHALL TRY THREATENING ME!

IF I DO THIS THING FOR YOU, THERE WILL, OF COURSE, BE A *PRICE*...

NAME IT! *ANYTHING!*

RASH WORDS, MORTAL WENCH... AND LATER, YOU SHALL DEEPLY REGRET THEM!

POOF!

OH, YES--! YES, *INDEED!*

AND...

HEY!

OWEN! *OWEN!*

VOLCANA! HOW'D YOU GET HERE?

I MADE A DEAL WITH THE ENCHANTRESS!

WHAT?!!

GIRL, EVER SINCE WE WERE KIDS BACK IN COLORADO YOU'VE DONE A LOT OF STUPID THINGS OVER A LOT OF WIMPY MAMA'S BOYS, BUT THIS TAKES THE CAKE!

OH, SHUT UP, SKEETER!

OWIE, MY POOR CUDDLY-WUDDLY BABY! I'M HERE, DARLING! I'M GOING TO KEEP YOU ALL WARM AND SAFE TILL WE GET HOME... THEN DOCTOR DOOM OR *SOMEBODY* WILL MAKE YOU ALL BETTER!

GEEZ, VOLCANA, THE WAY YOU BABY THAT TWERP--! BY THE WAY-- IT'S *TITANIA*, NOW --EVEN TO YOU! GOT IT?

WHOEVER YOU ALL ARE BACK THERE, BRACE YOURSELVES FOR EVASIVE MANEUVERS! WE'RE UNDER *ATTACK!*

KWA-BOOM!

WE'RE GOING TO CRASH! HOLD ON!

SECONDS LATER...

NICE EVASIVE MA-NOOVRIN', OCK!

SHUT UP!

HOW IS HE, VOLCANA?

STABLE, I GUESS... NOT BLEEDING ANYMORE! OH, MY POOR, POOR OWIE!

EXCELLENT! WE HAVE TIME TO *KILL* THESE ANNOYING DOLTS, THEN!

FIRST TIME YOU EVER SAID ANYTHIN' I LIKE, OCK! SOON AS I ABSORB THE PROPERTIES OF THESE HERE ROCKS, I'M READY!

I GET THE ONE WITH THE CLAWS!

NIGHTCRAWLER! BE CAREFUL! MY OPTIC BLASTS ARE RICOCHETING!

I SEE! I DO NOT QUITE *BELIEVE*, THOUGH! INCREDIBLE!

ROGUE! MY LORD--!

DUMB BROAD *ALWAYS* LEADS WITH HER CHIN!

TELL ME, MAGNETO, WHAT'S SCUM LIKE YOU DOIN' HANGIN' AROUND WITH THE X-MEN? SURE, THEY'RE OUTLAWS--BUT I THOUGHT YOU WAS *BIG* TIME!

YOU GOT MASS MURDER RAPS, MANSLAUGHTER, TERRORISM, WHAT ELSE? PROBABLY EVERYTHING!

YOU'RE ONE OF *US!*

ON SECOND THOUGHT, A CREAMPUFF LIKE YOU *BELONGS* WITH THEM LOSERS!

YOU WILL *PAY* FOR THIS INSOLENCE!

ALMOST *GOT* YOU! SOONER OR LATER...

STORM! DANGER BELOW YOU!

TRY AS I MIGHT, I CANNOT PIERCE OUR ENEMIES' MINDS! THE ENCHANTRESS HAS SEALED THEM AGAINST ME! I'VE GOT TO CONCENTRATE ON COORDINATING OUR ATTACK--

--BUT THE NOISE, THE CONFUSION! IT IS OVER-WHELMING!

STORM!

C'MERE, RUNT!

OUTTA MY WAY!

AHHH! M-MY ARM!

YOU LITTLE SLIME--!

CYCLOPS! STOP HER!

ARRGH!

GEEZ--!

SHRAKKT!

WOLVERINE LIVES! WE REACTED IN TIME!

MAGNETO! AID STORM AGAINST DOCTOR OCTOPUS! AT ONCE!

URFF! YOU SNEAKY--!

STORM! YOU MUST IMMEDIATELY CREATE RAIN AND FRIGID TEMPERATURES AROUND WOLVERINE--THEN STRIKE WITH ALL POSSIBLE FORCE AGAINST TITANIA! HURRY--!

Y'ALL ARE STRONGER THAN AH AM BUT AH'VE GOT ALL THESE CHARMIN' WARRIOR SKILLS--! THAT'S NOT SNEAKY, THAT'S SMART FIGHTIN'!

AND IT'S ABOUT TIME AH USED MY HEAD -- OTHER THAN FOR WORRYIN' ABOUT WHICH SIDE AH SHOULD BE ON!

AH ALREADY *MADE* MAH CHOICE WHEN AH JOINED THE X-MEN AND AH'M STICKIN' WITH IT -- MOSTLY 'CAUSE WAFFLIN' WAS GETTING ME MAH FACE BASHED IN A LOT!

GAHH!

THIS ISN'T WORKING OUT! WE'VE GOT TO GET *OUT* OF HERE!

OCTOPUS! TITANIA! ABSORBING MAN! LET'S *RUN* FOR IT!

I'LL COVER US!

MAGNETO! ROGUE! ERECT THESE STONES! SHIELD US! STORM --!

COLD WINDS AND RAIN! I *KNOW!*

HOLD ON! SHE CAN'T KEEP THIS UP FOR LONG!

NEITHER CAN WE!

BAH! THIS IS NO CHALLENGE FOR MY MAGNETIC PROWESS!

AH'M GLAD TO HEAR THAT!

THEY GOT CLEAN AWAY! WE BLEW IT!

PERHAPS... BUT WE LOST NOTHING, SAVE ONE OF OUR SHIPS --WHICH MATTERS LITTLE--

--AND WE GAINED MUCH! WE COALESCED AS A FIGHTING UNIT PASSING OUR GREATEST TEST TO DATE AND I THINK WE *PROVED* OURSELVES -- BEYOND A DOUBT!

AND *I* THINK IT WAS YOU, PROFESSOR WHO WERE TESTED -- AND THOUGH WE DID WELL TODAY, I, FOR ONE, STILL HAVE MANY DOUBTS ABOUT YOUR ABILITY TO LEAD US IN COMBAT!

AT THAT MOMENT, INSIDE THE ENORMOUS CONSTRUCT THAT IS THE HOMEWORLD OF GALACTUS--

--A LONE **INTRUDER** CONDUCTS AN INCREASINGLY DESPERATE SEARCH...

DOCTOR DOOM-- A BURGLAR! RUMAGING ABOUT IN ANOTHER BEING'S HOME, SEEKING TO STEAL SOME PRICELESS THING!

BAH! WHAT CHOICE DO I HAVE? I NEED A KEY, A **WAY**--!

MY ARMOR'S SENSORS HAVE LED ME TO PRIZE AFTER PRIZE-- HUNDREDS, **THOUSANDS** OF DEVICES WHICH, IN THE HANDS OF A MAN AS BRILLIANT AS MYSELF COULD PROVIDE POWER TO CONQUER ENTIRE GALAXIES--!

YET, ALL OF THEM COMBINED ARE NOT ENOUGH TO DEFEAT GALACTUS-- LET ALONE THE **BEYONDER!**

THERE **MUST** BE A WAY! DOOM MUST BE SUPREME!

TOO MUCH **TIME**--! HOW MUCH LONGER CAN GALACTUS FAIL TO SENSE MY PRESENCE?

AM I AFRAID?

NO! NO, IT IS MERELY EXCITEMENT! FEAR IS FOR LESSER MEN! I--I SHALL PRESS ON!

AND, ON THE PLANET'S SURFACE, FAR BELOW, GALACTUS ALSO PERSEVERES IN HIS ENDEAVORS, THOUGH PLAGUED BY A VAGUE FEELING OF UNEASE...

HE PAUSES, LOOKING AROUND-- SENSING THE ENTIRE WORLD AND EVERYTHING UPON IT AT ONCE!

VOLCANIC ERUPTIONS FIFTEEN THOUSAND MILES AWAY ATTRACT HIS NOTICE. THEY ARE **SPREADING**, GROWING EVER MORE VIOLENT.

HE SIGHS. IT SEEMS HE MUST TAKE TIME TO **REPAIR** THIS DAMAGED PLANET BEFORE DEVOURING IT! A NUISANCE...

HIS CONCERN ABOUT THE VOLCANIC UPHEAVALS **NEARLY** CAUSES HIM TO OVERLOOK ANOTHER MATTER OF SEEMINGLY RELATIVE INSIGNIFICANCE...

BUT, NO, SOMETHING **ELSE** TROUBLES HIM AS WELL -- A SENSE OF SOMETHING OUT OF PLACE, SOMEWHERE IN HIS HOME. SOMETHING SMALL...

PINPOINTING THE ANOMALY...

--HE SEIZES IT--

--AND EXPELS IT.

HE IS NOT GENTLE.

SATISFIED--

--HE TURNS HIS ATTENTION TOWARD QUELLING THE MASSIVE ERUPTIONS.

SOMETIME LATER, AT DOOMBASE...

YOU CAN HELP HIM, OCTOPUS! YOU'RE A *DOCTOR*, AREN'T YOU?

I'M A *NUCLEAR PHYSICIST*, VOLCANA, NOT AN M.D.! I'LL TAKE HIM TO HIS CHAMBERS--THEN HE'S YOUR PROBLEM...AND *DOOM'S*, IF HE EVER RETURNS!

ULTRON! CAN'T YOU DO SOMETHING?

THERE ARE ALIEN MEDICAL MACHINES IN THE CENTRAL INFIRMARY! I AM CAPABLE OF OPERATING THEM! HOWEVER, I MUST HAVE ORDERS FROM DOCTOR DOOM TO DO SO!

COME *ON!* YOU *KNOW* HE'D WANT YOU TO HELP OWEN!

I ACT ONLY UPON ORDERS FROM DOOM!

I COULD HEAL YOUR LITTLE FRIEND WITH BUT A WAVE OF MY HAND...

...FOR A PRICE!

YOU FILTHY--! WHAT DO YOU *WANT* FROM ME?

WHY, NOTHING! YOU HAVE ALREADY BARGAINED AWAY ALL YOU POSSESS, FOOLISH MORTAL!

WITCH! I'LL *KILL* YOU!

MARSHA--! DON'T MAKE IT WORSE! JUST GO TAKE CARE OF YOUR MAN, OKAY?

VOLCANA'S MY FRIEND... AND FOR SOME REASON SHE LIKES THAT WIMPY RUNT!

I'M TIRED... HUNGRY! RIGHT NOW, I'M GOING TO EAT, CLEAN UP, AND GET SOME REST...

THEN, UNLESS HE'S ALL BETTER, I'M GOING TO TEAR YOUR LEG OFF AND STUFF IT DOWN YOUR THROAT!

NEARBY...

WHAT AM I GONNA *DO*? IF I CHANGE BACK TO HUMAN I'LL BLEED TO DEATH! BUT I CAN'T STAY STONE FOREVER! HOW AM I GONNA *EAT*?

MEBBE IF I JUST HOLD IT IN PLACE WHEN I CHANGE IT'LL BE OKAY-- BUT MAYBE NOT! MY ABSORBIN' POWER IS MAGIC! I DON'T EVEN KNOW HOW IT WORKS...

I GOTTA TRY IT! I AIN'T GOT A CHOICE!

YAAAHH!

I- IT WORKED! HURT LIKE THE DEVIL, BUT IT STUCK! MAN, IT'S *SORE!*

I FEEL LIKE I'M GONNA PUKE! BETTER LIE DOWN! YEAH...

AND, ELSEWHERE IN THE FORTRESS...

LOOK OUT! HE'S AWAKE! THE STASIS-RAY MUST'A WORE OFF!

RAAWRR!

YOU KILLED THE WASSSP!

WHY THE HECK DOES THIS STUPID FREAK *CARE* THAT WE GUNNED DOWN THE WASP?

JUST GET HIM *OFF* ME!

I RECKON I WILL!

NICE GOIN', PILEDRIVER! I'LL HIT THE SWITCH!

BWHAMM

YOU DO THAT, THUNDERBALL!

THAT'LL HOLD HIM! *THOR* COULDN'T BREAK OUT OF THAT CAGE!

IT BETTER HOLD HIM! THAT LIZARD'S *NUTS!*

RAAWWR!

LIZARD? IZARD, IZARD, IZARD...

MOMENTS LATER...

YOU GUYS GO AHEAD! I'LL CHOW DOWN LATER! I'M BEAT!

OKAY, 'DOZER!

THAT SCALY MANIAC DARN NEAR RIPPED MY THROAT OUT! WHATEVER DOOM WANTS HIM FOR, I HOPE IT'S WORTH IT! AND I HOPE IT'S PAINFUL!

HEY--! I FEEL A BREEZE! BUT THERE'S NO WINDOW IN THESE QUARTERS!

HUH? HOW'D *THAT* GET THERE?

UH-OH...

YEAH... "UH-OH" IS RIGHT, BULLDOZER!

I'M HERE TO DISCUSS A CERTAIN LITTLE MURDER!

SHE-HULK!

YOU AIN'T DISCUSSING NOTHIN' WITH NOBODY! I'M GONNA BUTT YOU RIGHT THROUGH THE BULKHEAD!

YEAH, I KNOW, YOU'RE REAL STRONG! YOU'D PROBABLY GIVE *SPIDER-MAN* A GOOD TUSSLE IN AN ARM WRESTLING MATCH--

--WHICH MEANS YOU'RE SMALL CHANGE TO ME!

NOW, I LIKE A *FAIR* FIGHT--

WHAM!

--BUT NOT THIS TIME!

THE *WASP* NEVER HAD A CHANCE EITHER, *DID* SHE?

DID SHE?!

HOLEE--! *GET HER!*

ELSEWHERE IN THE FORTRESS...

WHAT'S *THIS?!*

SOMEBODY WAS IN TOO MUCH OF A HURRY TO BOTHER WITH DOORS... SOMEBODY *STRONG!*

NO PROBLEM FOLLOWING THE *TRAIL...*

THAT NOISE UP AHEAD--! SOUNDS LIKE FIGHTING!

BUT IT LOOKS LIKE *SLAUGHTER!* WHOA--!

SHE-HULK!

NOT BAD! NOW THAT THE PRELIMINARIES ARE OUT OF THE WAY, YOU READY FOR THE MAIN EVENT?

YOU--! DOOM'S MUSCLE-WOMAN!

TITANIA! REMEMBER THAT NAME! YOU'LL BE USING IT SOON WHEN YOU'RE BEGGING FOR YOUR LIFE!

KRASH!

WHA-BOOM!

NAH!

OH, YOU'RE GOING TO LICK THE FLOOR FOR THAT! YOU'RE GOING TO KISS MY BOOTS, BABE--! JUST BEFORE YOU BUY IT!

WHSSSH!

THWAM!

ONLY *ONE* OF THEM? JUST THE SHE-HULK? FROM THE DIN, I'D ASSUMED THAT WE WERE UNDER ALL-OUT ATTACK!

YEAH, WELL THE WRECKING CREW LOOKS LIKE THEY BEEN THROUGH A GRAVEL CRUSHER! SHE MUST BE A ONE-DAME ARMY!

STAY BACK! SHE'S *MINE!*

WHAK!

B'DOOM!

SORRY, LEGS--! I'M IN THE MOOD TO CRACK ME AN AVENGER'S HEAD!

MEANWHILE, IN A CHAMBER FAR REMOVED, THE ENCHANTRESS SITS IN SULLEN REVERIE...

SO...THE ECHOING THUNDER OF BATTLE GIVES WAY TO DULL, RHYTHMIC THUDS FOLLOWED BY SHRIEKS OF AGONY! THEY ARE BLUDGEONING SOME WRETCHED FOOL TO DEATH!

PERHAPS IT WOULD BE AMUSING TO WATCH...

BAH! FIE UPON SUCH DULL SPORT! RATHER WOULD I STAY HERE AND THINK ABOUT MIGHTY THOR!

I'D THOUGHT HIM DEAD--! BUT HE LIVES, AND THUS, TOO, DO MY DREAMS OF SEDUCING HIM, CORRUPTING HIM--MOLDING HIM INTO A DARKLY MAJESTIC CONSORT FIT FOR THE QUEEN OF EVIL!

WITH HIM AT MY SIDE, ALL ASGARD WOULD BE AT MY FEET!

ALL THINGS SEEM POSSIBLE WHEN ENDLESS TOMORROWS LIE AHEAD!

BUT DO THEY? OR ARE WE DESTINED TO *PERISH* ALONG WITH THIS MORTAL RABBLE? EVEN THE LIVES OF GODS SEEM SO... FRAGILE HERE...

THAT NOISE--! THE MAIN GATE!

DOOM! WHAT *HAPPENED* TO YOU?!

MORTAL, YOU HAVE FORCIBLY LINKED OUR FATES TO YOUR OWN--! NOW *SPEAK!* I WOULD KNOW THE SIGNIFICANCE OF THIS! WHAT JEOPARDY HAVE YOU PLACED US IN? WHAT ARE OUR PLANS?

DO AS YOU WILL...

IT IS OVER...

FINISHED...

ELSEWHERE...

BEG! COME ON, GREENIE! LIKE A DOG! I WANT TO HEAR IT!

NOT THAT IT'LL DO YA ANY GOOD!

SHE AIN'T MOVIN'! SHE'S HAD IT! NOW WHAT?

KILL HER!

YEAH!

ALL TOGETHER, NOW...

AT THAT MOMENT, HUNDREDS OF MILES AWAY, A LONELY MAN WITH THE WEIGHT OF ALL CREATION UPON HIS SHOULDERS KEEPS A GRIM VIGIL...

HE'S APPARENTLY HAD THAT THING COMPLETED FOR HOURS! WHY DID HE JUST STAND THERE ALL THIS TIME? AND WHY NOW IS HE TINKERING WITH IT AGAIN?

HAS SOMETHING ABOUT THE PLANET CHANGED, REQUIRING ADJUSTMENTS? WHY DOESN'T HE JUST GET ON WITH IT AND PUT AN END TO THIS WAITING?

CAP?

IT'S ME, HAWKEYE...

I JUST WANTED TO TELL YOU... *SHE-HULK'S* MISSING!

NOBODY'S SEEN HER ALL DAY! I FIGURE WE ALL KNOW WHERE SHE WENT!

SHE CAN'T TAKE 'EM ALONE, CAP! SHE *NEEDS* US!

WE STAY HERE!

CAP, SHE'S MY *COUSIN!* PLEASE... JUST LET *ME* GO AFTER HER!

HULK, I WISH I COULD...

...BUT THE ANSWER IS...

...NO!

I DON'T SUPPOSE YOU'D CONSIDER PUTTING IT TO A VOTE?

MY HEART WOULD VOTE "YES" IN A MINUTE...

TOO MANY INNOCENT LIVES ARE AT STAKE HERE, THOUGH! MANY MORE THAN THE FEW PEOPLE ON THIS PLANET--WE'VE GOT A UNIVERSE DEPENDING ON WHAT WE DO HERE!

WE CAN'T ALLOW OURSELVES THE LUXURY OF MAKING DECISIONS WITH OUR HEARTS!

*MEANWHILE, IN THE VILLAGE NEARBY, THE WOUNDED X-MAN, **COLOSSUS**, LIMPS PAINFULLY THROUGH THE STREETS...*

I HAVE HAD ENOUGH LYING AROUND! I BEGIN TO FEEL GUILTY! LIKE A SHIRKER!

I WILL FIND ZSAJI! IF SHE WILL GIVE ME ONE MORE OF HER TREATMENTS, MAYBE THE PAIN WILL EASE ENOUGH SO I CAN WORK--AND PERHAPS *FIGHT* AGAIN!

THERE SHE IS--! COMING OUT OF THE HUT WHERE THE WASP'S BODY LIES AWAITING BURIAL AT DAWN... IF THERE IS A DAWN!

ZSAJI--! HOW MY HEART LEAPS JUST TO SEE HER! SHE IS SO BEAUTIFUL!

ZSAJI!

WWW!

ZSAJI!

YOU ARE SO *PALE!* BARELY BREATHING! WHY?! WHAT HAS HAPPENED TO YOU?

JUST THEN, NOT FAR AWAY...

CAPTAIN AMERICA! THIS IS PROFESSOR CHARLES XAVIER! I AM SPEAKING TO YOU TELEPATHICALLY!

MY X-MEN AND MAGNETO ARE STATIONED ONLY A FEW MILES FROM YOUR POSITION! WE ARE READY, WILLING AND ABLE TO HELP!

IF YOU WISH, WE WILL TAKE UP YOUR VIGIL-- FREEING YOU TO DO WHAT YOU MUST!

WE SHALL COUNTERSTRIKE IMMEDIATELY SHOULD GALACTUS TAKE ACTION AGAINST THE PLANET IN YOUR ABSENCE--

--AND WE WILL HOLD FAST AGAINST HIM UNTIL YOU RETURN! THIS I PROMISE YOU!

PLEASE ACCEPT OUR OFFER!

IT'S A DEAL, XAVIER! THANKS!

LISTEN UP!

THE SITUATION HAS *CHANGED!* I'LL EXPLAIN LATER! FOR NOW--

--LET'S GO GET THOSE BUTCHERS!

TO BE CONTINUED--!

#8 IN A TWELVE-ISSUE LIMITED SERIES

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INVASION!

GRIM-VISAGED, ELEVEN HEROIC FIGURES HURTLE TOWARD THE STRONGHOLD OF THEIR ENEMIES SEEKING TO AVENGE THE DEATH OF ONE OF THEIR OWN AND PERHAPS SAVE THE LIFE OF ANOTHER...

HURRY! SHE'S IN TROUBLE, I *KNOW* IT!

HEY, *SHE-HULK'S* TOUGH! SHE'S GOT 'EM OUTNUMBERED, IF YOU ASK ME!

I HOPE!

DARK, MASSIVE FOREBODING, THE FORTRESS OF DOOM RISES MENACINGLY ON THE HORIZON...

THERE!

MOMENTS LATER...

I CAN'T BELIEVE DOOM HASN'T DETECTED OUR APPROACH! WHY DIDN'T HE SEND OUT A SORTIE TO INTER-CEPT US?

MEBBE I'LL ASK HIM THAT WHILE I'M TWISTIN' HIS TIN NOSE OFF, STRETCHO!

C'MON, THOR! SHOUT SOMETHIN' CORNY AN' POKE A HOLE INNAT OVERGROWED QUONSET HUT!

NAY, I HAVE NO VAINGLORIOUS OATH TO UTTER, THING -- ONLY A PRAYER THAT WE HAVE BUT ONE TO AVENGE!

KATHOOM!

MEANWHILE, IN THE CHAMBERS OF THE ENCHANTRESS...

WHA WAS SAT? TH' HAMMER OF THOR?!!

OH, NO!

THISH WAR... IS NOT WORKING OUT VER' WELL...

INNKEEPER! FETCH ME ANOTHER FLAGON OF MEAD!

FIE! NO ONE ATTENDS! I SHALL HAVE TO CONJURE MY OWN MEAD AGAIN ...OR AN INNKEEPER!

BUT, FIRSHT... LET ME SEE...

HMF! BEHOLD THE MIGHTY THOR!

YOU, THOR, ACTUALLY BELIEVE THISH WAR IS THE PURPOSE FOR WHICH YOU WERE *BORN* -- A CHANCE TO WIN GLORY UNDREAMT OF!

AN' FOR ME, YOU 'MAGINED IT TO BE A CHANCE TO *REDEEM* MYSELF -- LEST DURING THIS CATACLYSMIC COMBAT MY IMMORTAL LIFE END IN WICKED-NESS!

AN' SO, YOU APPEALED TO ME TO FORSAKE EVIL, AND JOIN YOUR NOBLE CAUSE! *HO!

IF I *DID*, COULD YOU EVER LOVE ME? SAID I! "KISS ME, THOR," I SAID, "GIVE ME A GLIMMER OF HOPE, AND I SHALL TRY!"

HUH! WERE WE NOT INTERRUPTED JUST THEN, YOU *WOULD* HAVE KISSED ME, FOOL -- AND THEN YOU WOULD HAVE BEEN MINE! *MINE!* ENSNARED BY THE SEDUCTIVE, SORCEROUS POWER OF MY LIPS!

*ISSUES #3 AND 4.

OR PERHAPS MY EVIL WILL WOULD HAVE BUCKLED... MY SPELLS WOULD HAVE FAILED--FOR, TRULY, MY HEART IS THINE, MIGHTY THOR! A KISS, A GLIMMER OF HOPE THAT I MIGHT EVER EARN YOUR LOVE FAIRLY, AND PERHAPS I *WOULD* HAVE TRIED YOUR WAY!

BUT THE CHANCE IS LOST! AND NOW... WILL I *FIGHT* AGAINST THEE--?

OOP!

OR... CRAWL AND BEG?

BEHOLD THE MIGHTY ENCHANTRESS...

MEANWHILE, IN THE INFIRMARY, WHERE **VOLCANA** *TENDS THE* **MOLECULE MAN**, *WOUNDED IN BATTLE AGAINST THE X-MEN*...*

I WON'T LEAVE YOU, OWEN! I WON'T LET ANYBODY HURT YOU ANYMORE!

* ISSUE #6

IF ANY OF THEM DARE TO COME IN HERE, I'LL KILL THEM! ESPECIALLY IF IT'S THAT WOLVERINE GUY WHO CUT YOU! HE'LL GET HIS, BABY, DON'T YOU WORRY!

AND, IN THE FORTRESS'S HUGE DUNGEON, WHERE THE SAVAGE, UNCONTROLLABLE **LIZARD** *HAS BEEN IMPRISONED...*

WHO FREES-S-S ME--? WHAT SS-SORT OF CREATURE IS-S IT? WHAT ISS-S ITS-S NAME? *SS-SPEAK!*

WHY, I'M *KLAW*, THE MASTER OF SOUND! I CAN'T STAND FOR SOMEONE TO BE TRAPPED! NO! YOU SEE, I WAS TRAPPED IN A SHIP'S HULL NOT LONG AGO! IT DROVE ME MAD!

MAD! AD, AD, AD!

ALSO, I LOV-OVE THE WAY YOU TALK!

ELSEWHERE IN THE FORTRESS, IN A BATTLE-RAVAGED CHAMBER, SEVEN POWERFUL BEINGS BRUTALLY BLUDGEON THE UNMOVING BODY OF THE SHE-HULK...

THAT NOISE--!

SOUNDED LIKE THUNDER! BIG DEAL!

NAH! ONLY ONE THING MAKES A NOISE LIKE THAT--THOR'S HAMMER! BELIEVE ME, I *KNOW!*

THEY MUST BE BUSTIN' IN HERE... COMIN' FOR US!

GREAT! JUST GREAT! WE AIN'T *READY!*

SO WHAT'S TO GET READY? THEY SHOW THEIR FACES, WE BASH 'EM IN! LET'S GO!

COME ON, OCK! IF WE HURRY, I RECKON WE CAN LAY AN AMBUSH FOR 'EM!

CER-TAINLY, PILEDRIVER... BUT FIRST--

--THE *COUP DE GRACE!*

THERE! NOW THERE'S ONE LESS TO CONCERN US!

IN A CORRIDOR SOME DISTANCE AWAY, THE INVULNERABLE ULTRON STANDS VIGIL OVER HIS SOLE MASTER'S QUARTERS--

--WHILE INSIDE, THE SEARED AND TATTERED RUIN OF THE MAN CALLED DOCTOR DOOM LIES!

DOCTOR DOOM-- WHO DARED TO INVADE THE HOMEWORLD-SHIP OF THE ALL-POWERFUL GALACTUS...AND PAID THE PRICE...

MEANWHILE...

KATHOOM!

I'M GOING AHEAD TO SEARCH FOR THE SHE-HULK! IN MY LIGHT-BEAM FORM I CAN COVER MILES OF CORRIDORS IN THE BLINK OF AN EYE!

GO AHEAD, CAPTAIN MARVEL! WE'LL FLUSH OUT THE BAD GUYS!

KLONG

OWW!

HIYA, IRON MAN!

THE WRECKER! YOU LOUSY--!

GOOD THING I WAS THE FIRST ONE TO PASS HERE! HIS SUPER-DUPER CROWBAR WOULD'A CUT ANYBODY ELSE IN HALF!

THE ARMOR'S BUSTED UP, BUT NOT TOO BAD! I'LL BE ABLE TO KEEP GOIN' IN A MINUTE AFTER MY RIBS STOP SMARTING SO MUCH--

--AN' AFTER I REPULSOR-BLAST HIM THROUGH THE STINKIN' WALL!

EEYAGGHH!

IT'S AN AMBUSH! JOHNNY-- LOOK OUT!

WELCOME TO OUR PLACE! HAVE A *DRINK*, TORCH!

YEE-OWW!

NO PRISONERS! *TRASH* THEIR BUTTS!

RRRIPP!

I'VE GOT YOU, JOHNNY!

YEAH, SO NOW HE'LL BE A BLOODY SMEAR ON THE *WALL* INSTEAD OF THE FLOOR!

HEADS UP, RICHARDS!

OH, NEVER MIND!

THAT KID DROPPED BULLDOZER WITH ONE SHOT! MEBBE I BETTER ABSORB THE STRENGTH OF THIS ALIEN STEEL BEFORE I TACKLE HIM!

BWHAMM!

PRETTY FAST, SQUIRT! LET'S SEE YA DODGE *THIS!*

WHOA!

KRANG!

JEEZ--! HE *DID* IT! I ONLY RIPPED HIS SUIT UP! IT'S LIKE HE KNEW IT WAS COMIN' OR SOMETHIN'!

DON'T MATTER--! MY NEXT SHOT'LL GET HIM!

WHY DON'TCHA PICK ON SOMEBODY AS UGLY AS YERSELF, 'SORBY?

IN WHICH CASE YOU'LL HAFTA LEAVE *EVERYBODY* ALONE!

HEY--!

THE *THING!*

OR IS IT? YOU'RE LOSING YER ROCKS, PAL!

OH, NO! NOT *AGAIN!* I'M TURNIN' BACK TO *BEN GRIMM!*

B-BUT HOW? AND WHY *NOW?!*

HAW! TOUGH LUCK, BOZO!

WHATTA REVOLTIN' DEVELOPMENT--!

THIS'LL JUST MAKE THINGS QUICKER!

HUH?! *NOW* WHO IN BLAZES IS IT?

NONE OF YOUR BUSINESS!

KLAANG!

A *BROAD!*

AS SOON AS I PEEL MYSELF OUTTA THIS WALL, LADY...

KLANNKK!

A CLEAN KNOCKOUT--! OF THE AWESOME *ABSORBING MAN*--! AND IT'S ONLY THE FIFTH TIME I'VE EVER BEEN IN A FIGHT!

THE NEW *SPIDER-WOMAN* WINS AGAIN!

STAY *BACK*, PILEDRIVER!

WHAT FOR? I THOUGHT YOU NEVER MISSED, BOY! YOU AIN'T HIT ME YET!

IT WOULDN'T DO YOU NO GOOD NOHOW, I RECKON! SLUGS FROM A .38 JUST BOUNCE OFF MY SUPER STRONG HIDE! AN' THAT'S YOUR LAST ARROW, AIN'T IT? NOT MUCH TO HAVE BETWEEN YOU AN' A MAN WHO CAN FLATTEN CADILLACS WITH HIS FISTS!

HAWKEYE THE ARCHER! HAH! BOY, YOU GONNA NEED HAWKEYE THE M.A.S.H. DOCTOR IN A MINUTE--'CAUSE I RECKON THIS GOOD OL' BOY IS GONNA "MASH" YOU!

THOSE SHOTS WERE JUST WARNINGS, DUMMY! I DON'T WANT TO HAVE TO HIT YOU! FROM *MY* BOW, AT THIS RANGE, AN ARROW HITS A LOT HARDER THAN ANY BULLET! BACK OFF...PLEASE..

HAH!

ALL RIGHT, HAVE IT YOUR WAY--!

HUH--?

I--I BEEN *SHOT!*

L-LORDY--! I'M *WOUNDED!*

NEARBY...

THE ENCHANTRESS!

COME RIGHT IN!

NOW WHAT DO I DO?

KEEP YOUR DISTANCE, LADY!

BUT WHY? I AM BUT A HELPLESS FEMALE! AND YOU ARE THE MIGHTY HULK, ARE YOU NOT?

DON'T FORCE ME TO HIT YOU--I MEAN, I DON'T WANT TO HAVE TO...

LOOK AT ME, MAGNIFICENT ONE! AM I NOT, AT ONCE, EVERY WOMAN YOU HAVE EVER DESIRED?

I...I...

STARE INTO MY EYES! LOVE ME... LOVE ME...

MORTAL CRETIN!

AH! CAPTAIN AMERICA! PRAY, ENTER! PERHAPS YOU WOULD LIKE A FLAGON OF MEAD?

WHAT HAVE YOU DONE TO THE HULK?

FOR THE MOMENT, HE IS MERELY ASLEEP, DOUBTLESS DREAMING DREAMS OF ME! BUT, ALAS, HE CAN NEVER TRULY HAVE ME, FOR I AM YOURS, MY HANDSOME CAPTAIN!

AM I NOT BEAUTIFUL? COME TO ME...

GIVE IT UP, ENCHANTRESS!

YOUR WILL IS STRONG! VERY WELL! WE SHALL DO THIS THE *HARD* WAY!

CURSE YOU--! HOLD STILL!

SURTUR'S TEETH--! YOU MOVE AS QUICKLY AS THE CATS OF SKORNHEIM!

SHRAKKK

SZAKTT!

NO! YOU--YOU WOULD NOT *STRIKE* ME--?!

NOT IF THERE WERE ANY OTHER CHOICE--!

--BUT I KNOW WHAT YOU CAN DO, GIVEN JUST A SECOND TO ACT!

HOLEE--! WHAT HAPPENED *HERE?*

NO TIME TO EXPLAIN, TORCH! I'M GOING TO TRY TO LOCATE *DOOM!*

I'LL COME WITH YOU! I'M STARTING TO GET MY FLAME BACK!

MEANWHILE...

÷UF÷ ONE MORE SHOVE...

YOU KNOW, I HAD A FEELING SOMEBODY WAS UP HERE IN THE RAFTERS TRYING TO DROP A FORTY-TON BEAM ON OUR HEADS!

WHAT?!

WHAPP!

SPIDER-MAN!

THE WORLD-FAMOUS ONE! DO YOU SURRENDER?

TO A SCRAWNY LITTLE RUNT LIKE *YOU*--?

YOU'RE TALKING TO *TITANIA*, BUG-MAN!

RRAKK!

AND HERE I THOUGHT YOU WERE SOME COMMON RUFFIAN!

NYAH, NYAH, CAN'T HIT ME--! AND AM I GLAD!

I DON'T HAVE TO HIT YOU!

KA-THOOM!

WHOA!

THRAMM!

I USED TO BE THE SHRIMP--! I USED TO BE THE SCRAWNY ONE WHO GOT HER FACE RUBBED IN THE DIRT!

NOW I'M *POWERFUL*--! AND IT'S *MY* TURN!

GOT SOME-- *YEOW!* HOSTILITY BUILT UP, HUH?

EVERYBODY BETTER LOOK OUT FOR ME NOW! I'LL CRUSH ANYBODY WHO GETS IN MY WAY--! ESPECIALLY MISERABLE LITTLE WIMPS LIKE *YOU!*

ELSEWHERE...

HAWKEYE!

BEN GRIMM? YOU LOST YOUR ROCKS!

YEAH... AGAIN!*

**AS IN ISSUE #2!*

THE BATTLE SEEMS TO HAVE LEFT US BEHIND! DID YOU SEE WHICH WAY EVERYBODY WENT?

I DUNNO... IT'S A BIG PLACE! THIS WAY, I THINK!

NINE HUNDRED YARDS OF CORRIDORS LATER...

THIS MUST BE THE DUNGEON, AN'-- UH-OH! THERE'S *KLAW!*

THEM SONIC POWERS OF HIS ARE DANGEROUS! WE BETTER THINK UP A *PLAN* BEFORE WE TACKLE 'IM!

IT BETTER BE A *GOOD* ONE! I'M ALL OUT OF ARROWS! LET ME THINK...

KLAW! *INTRUDERSS-S!*

HUH? AW, SHOOT!

THISSS PLACE IS OURSS! INTRUDERSSS *DIE!*

UH... ANY IDEAS, HAWK?

WELL... I GUESS WE'LL HAVE TO *OUTWIT* 'EM!

US?!

AT THAT MOMENT, IN THE INFIRMARY...

I HEAR THEM COMING, DARLING! I'D BETTER GET READY TO FIGHT!

THE FIRST ONE WHO SHOWS HIS FACE THROUGH THAT DOOR'S GETTING CRISPY-FRIED!

M-MARSHA--?

OWIE--! OH, BABY--! IT'S SO GOOD TO HEAR YOUR VOICE AGAIN--! BUT, JUST REST NOW, LOVE! MAMA WILL PROTECT YOU!

NO! I WANT TO HELP YOU! YOU AND ME, MARSHA, DARLING--WE'LL ANNIHILATE THEM...

...TOGETHER!

ANY SIGN OF THE ENEMY, RICHARDS?

FWHOOSH!

AHH-HH!

FORGET I ASKED!

IT'S THE *MOLECULE MAN*--AND THE ONE WHO CALLS HERSELF *VOLCANA!*

IRON MAN, WAIT--! *DON'T--!*

STAY BACK! I'LL ROUST THEIR BUTTS OUTTA THERE!

THAT'S PLASMA-GENERATED HEAT SHE'S THROWING --TOO MUCH EVEN FOR YOUR ARMOR!

DON'T WORRY, MARSHA, HE CAN'T GET AT US! I'VE FUSED SOME AIR MOLECULES INTO AN ULTRA-HARD SHIELD AROUND US!

THAT'S NICE, DEAR--BUT HE'S HAD IT ANYWAY! HIS LITTLE TIN SUIT IS SMOLDERING!

COOLING SYSTEM'S DOWN... OVERTAXED! LOTS OF CIRCUITS FUSED... BURNT OUT... SHEEOOT!

MY NEXT BLAST WILL VAPORIZE HIM! MAKE ME A "GUNPORT," OWIE!

GOT YOU! ARHH!

THOOM!

RICHARDS--! MY ARMOR'S RED HOT! YOUR HANDS--!

SSSS

DARN! I MISSED!

IT'S ALL RIGHT, DARLING! WE CAN PICK THEM OFF AT OUR LEISURE! WE'RE QUITE SAFE HERE! NOTHING CAN GET THROUGH MY LITTLE INVISIBLE SHIELD!

IT'S NOT INVISIBLE, DUMMY, IT'S *TRANSPARENT!* THAT MEANS LIGHT CAN GET THROUGH . . . AND SO CAN I!

CAPTAIN MARVEL!

YES, I WAS LITERALLY JUST PASSING BY, SO I THOUGHT I'D DROP IN...

EEEYAHHH!

NO! NO! STOP IT! YOU'RE PULLING HIS WOUNDS OPEN!

WOUNDS?

LOOK WHAT YOU'VE *DONE!* HE FAINTED! OH, MY POOR, POOR BABY!

STOP IT! STOP HURTING HIM! I SURRENDER! PLEASE--!

HE'S WOUNDED? GEE, I'M... SORRY...

THE DOME IS GONE!

MEANWHILE...

THBOOM!

IMPOSSIBLE! NOBODY CAN MOVE THAT FAST!

NOBODY ELSE!

NOW WHY DOES A WOMAN WHO CAN LIFT LOCOMOTIVES FIND MY HUMBLE TALENTS SO SURPRISING?

WITH A LITTLE ROOM TO OPERATE, NO ONE CAN LAY A GLOVE ON ME-- NOT THE X-MEN, NOT THE ABSORBING MAN, AND NOT YOU!

HOW DO YOU THINK I'VE SURVIVED ALL THIS TIME?

RAK!

OWW!

WHEN I GET YOU I'LL-- AGGH!

ALL YOU'RE GOING TO GET IS FRUSTRATED ... AND, EVENTUALLY, TRASHED!

NO! IT'S NOT FAIR! ÷UHH!÷

BUT, IF WE WERE FIGHTING IN A BROOM CLOSET, THAT'D BE FAIR, RIGHT?

STOP IT! STOP IT! STOP--!

YOU OUGHT TO BE HAPPY, CUDDLES! YOU ASPIRED TO BE A BULLY, AND, MAN, YOU'RE A CLASSIC!

YOU TALK TOUGH AND NASTY WHEN YOU'VE GOT THE UPPER HAND--

YAHHH-H-H!

--BUT WHEN YOU'RE LOSING-- WELL, THAT'S WHEN THE WHINING LITTLE WIMP-*ETTE* INSIDE COMES SPILLING OUT!

FWHA-BLAMM!

THWOOM!

N-NOT... FAIR...

NNNH!

THUD!

AT THAT MOMENT...

HEY, CAP, *LOOK!* IT'S *PILEDRIVER!* GUESS HE FAINTED FROM LOSS OF...

TORCH, LOOK OUT!

YIKES!

ZZZAKT!

KEEP MOVING, LAD! A MOMENT'S HESITATION--

--AND *ULTRON* WILL KILL YOU!

DOOM MUST BE NEARBY! ULTRON IS HIS PERSONAL BODYGUARD!

HE'S GONNA BE DOOMSIE'S PERSONAL SLAG-PILE IN A MINUTE!

TORCH, *NO*--! DON'T GET CLOSE TO HIM!

YES, MOTHER...

HEY! HE ISN'T MELTING!

THE CORE OF THE HOTTEST STAR COULD NOT MELT MY ADAMANTIUM BODY, HUMAN! NOTHING CAN HARM ME!

I AM INVINCIBLE! I AM MECHANICALLY PRECISE AND COMPUTER-SWIFT! I AM PERFECT!

MAYBE JUST A *LITTLE* EGOTISTICAL, TOO--*UHH!*

UH-OH...

NOW LET US SEE HOW DURABLE YOU ARE, FIRE-CREATURE!

TORCH! USE YOUR *NOVA-FLAME!*

YOU'RE TOO CLOSE! IT'D KILL YOU, TOO!

DO IT!

DON'T HOLD BACK! GIVE IT EVERYTHING, SON!

O-OKAY...

TORCH--?

I'M...OKAY, CAP! STILL COULDN'T MELT HIS ADAMANTIUM HIDE, BUT I GUESS SOMETHING NON-ADAMANTIUM INSIDE MUST HAVE OVERHEATED!

I'M... TIRED... WASTED!

WELL DONE, LAD! REST HERE FOR A FEW MINUTES--! I'M GOING ON!

SECONDS LATER...

THERE HE IS!

LOOKS LIKE IT'S COME DOWN TO JUST YOU AND ME, DOOM--WHICH IS HOW IT OUGHT TO BE!

DOOM? DOOM!

WHATEVER HAPPENED TO HIM, HE'S BARELY ALIVE--AND, IT SEEMS, COMPLETELY OUT OF IT!

HE'S... HARMLESS!

SOON, IN THE DUNGEON...

THERE THEY ARE!

UH, HI, GUYS! WANNA JOIN IN A ROUSING GAME OF PATTY-CAKE?

WE, UH, ARRIVED AT A MEETIN' OF THE MINDS, SO TO SPEAK, STRETCHO!

WE GOT FAR TOO MUCH COUTH TO RESORT TO VIOLENCE LIKE YOU BARBARIC TYPES! AIN'T THAT RIGHT, KLAW?

RIGHT? ITE, ITE, ITE-A-CAKE, ITE-A-CAKE...

DISSSTURB OUR GAMESS-S AND THE LIZARD WILL DESSSTROY YOU! ONCE WE FINISSH, WE WILL DO AS YOU S-SSAY!

ELSEWHERE...

THERE SHE IS! FINALLY!

JENNIFER--! OH, MY LORD, WHAT HAVE THEY DONE TO YOU?!

AND, SHORTLY, IN THE MAIN INFIRMARY...

MY HANDS ARE WELL ENOUGH, CAP, THANKS! THERE'S WORK TO BE DONE...WOUNDED FROM BOTH SIDES TO TEND!

HOW IS DOOM?

THERE ISN'T MUCH I COULD DO FOR HIM! WHAT'S LEFT OF HIS ARMOR PREVENTS ANY OF THESE CELL-REGENERATIVE DEVICES FROM WORKING ON HIM--AND *REMOVING* IT COULD TAKE WEEKS! IT'S CERTAINLY BOOBY-TRAPPED!

FOR NOW, THOR'S TAKING HIM TO A CELL!

YOU KNOW, HE-- HE *DIED* BACK ON EARTH SOME TIME BE-FORE WE WERE ALL BROUGHT HERE! I DON'T KNOW HOW HE CAN BE HERE AND ALIVE IN THE FIRST PLACE!

AFTER ALL WE'VE SEEN HERE, THOUGH...NOTHING SURPRISES ME ANYMORE!

I'M AMAZED THAT THE SHE-HULK SURVIVED THAT BEATING!

NOT BY MUCH! EVEN THIS TECHNOLOGY COULDN'T HAVE SAVED HER IF WE'D GOTTEN TO HER A FEW SECONDS LATER!

I WISH I HAD TIME TO ANALYZE ONE OF THESE AND LEARN ITS SECRETS! FOR NOW, THOUGH, I'M CONTENT JUST TO KNOW HOW TO USE IT TO SAVE THE SHE-HULK'S LIFE!

THANK GOD! LOSING ONE AVENGER... IS ALREADY TOO MUCH TO BEAR!

YOU KNOW, REED... I--I CAN'T HELP BUT THINK THAT IF I'D DONE THINGS DIFFERENTLY... MAYBE THE *WASP* WOULDN'T HAVE DIED! I...

DON'T TORTURE YOURSELF, CAP! WHAT *COULD* HAVE HAPPENED... *DID!* NO ONE COULD HAVE LED US BETTER OR MORE WISELY THAN YOU!

MEANWHILE, IN THE DUNGEON...

I WISH WE COULD HAVE LOCKED THE LIZARD AND KLAW UP TOGETHER! THEY'VE BECOME SUCH GOOD FRIENDS!

BEING INSANE DOESN'T MEAN THEY AREN'T STILL DANGEROUS, HAWKEYE!

DOOM IS SAFELY LOCKED AWAY!

THEY'RE ALL SECURED! THE RESTRAINTS HERE ARE A LITTLE *NASTY*-- BUT STRONG!

IF THE ENCHANTRESS SUFFERS A LITTLE THAT SUITS ME FINE!

AH, WHAT AM I SAYING? IT'S MYSELF I'M MAD AT!

BE NOT TOO HARD UPON THYSELF, HULK! SHE HAS BEGUILED MANY BEFORE YOU! AYE, EVEN THOR-- MORE THAN ONCE!

GUYS, CAPTAIN MARVEL AND I ARE GOING TO BRING THE WASP'S BODY HERE... SINCE THIS IS NOW OUR BASE!

WE WANT HER TO HAVE A PROPER BURIAL... WITH HONOR WORTHY OF AN AVENGER!

AT THAT MOMENT, IN THE ALIEN VILLAGE WHERE CAPTAIN AMERICA'S COMMAND FORMERLY HEADQUARTERED, THE X-MAN CALLED **COLOSSUS** CARRIES A PRECIOUS BURDEN THROUGH THE STREETS...

ZSAJI, WHAT HAS HAPPENED TO YOU? YOU--YOU SEEM ON THE EDGE OF DEATH!

SECONDS LATER, IN THE HEALER-WOMAN'S HUMBLE HUT...

REST EASY, LOVELY ONE! AS YOU CARED FOR ME WHEN I WAS WOUNDED AND DYING, SO NOW SHALL I CARE FOR YOU! I SHALL NOT LEAVE YOUR SIDE! IF ONLY I HAD YOUR POWER TO HEAL!

HUH! IF ONLY YOU COULD TELL ME WHAT WAS *WRONG!*

HMM! I WONDER...MIGHT THAT BE THE BOTTLE OF WHICH THE HUMAN TORCH SPOKE--? THE ONE CONTAINING VAPORS WHICH LINK MINDS!

EHH...THE ODOR IS PIERCING...BUT SWEET...

IT...IT'S WORKING!

SUDDENLY, THE IMAGES IN HER SUBCONSCIOUS ARE HIS TO BEHOLD...THEY MELD WITH HIS OWN REMEMBRANCES, TO PIECE TOGETHER RECENT EVENTS...

HE SEES HER EXAMINING THE WASP'S STILL, COLD FORM! HE FEELS HER ANGUISH...

HE WITNESSES THE RAGE AND GRIEF OF CAPTAIN AMERICA'S FORCES, AND WATCHES, AGAIN, AS THEY FLY OFF SEEKING VENGEANCE...

THEN HE SEES HER, LATER, BESTOWING HER HEALING CARESS UPON THE WASP...POURING HER OWN STRENGTH AND VITALITY INTO THE SAVAGED, WOUNDED AVENGER'S BODY...

AND SUDDENLY, HE REALIZES THE *TRUTH...*

THE WASP WAS *NOT* DEAD-- MERELY WOUNDED, BUT ALSO IN SOME KIND OF DEATH-LIKE *STASIS!*

AND WHEN THE STASIS WORE OFF, YOU HEALED HER WOUNDS AND SAVED HER LIFE --NEARLY AT THE COST OF YOUR OWN!

ALL THIS FOR A STRANGER FROM ANOTHER WORLD!

ON ALL THE WORLDS IN ALL CREATION CAN THERE BE ANOTHER LIKE YOU? I THINK NOT...

SLEEP, MY BEAUTIFUL, BELOVED ZSAJI...

MEANWHILE...

IT... *CAN'T* BE!

I WANT TO BELIEVE IT, BUT...

THAT'S COMFORTING! IF YOU DIDN'T WANT TO BELIEVE IT, I'D REALLY BE UPSET!

JANET--! YOU *REALLY* ARE-- YOU'RE...

ALIVE!!

YES, THANKS TO ZSAJI, I SUPPOSE! SHE MUST HAVE...

...OH! OH, *NO!*

I JUST REALIZED--! I DON'T HAVE ANY *MAKE-UP* ON! AND MY HAIR MUST BE A MESS! OH, *GOODNESS!*

SEVERAL MILES AWAY, IN A SLEEK SKYCRAFT RESTING ATOP A CRAGGY MOUNTAIN LEDGE--

--PROFESSOR CHARLES XAVIER, HIS X-MEN, AND MAGNETO, KEEP A TENSE VIGIL...

PERHAPS IT IS ALL AN ELABORATE BLUFF, XAVIER! PERHAPS GALACTUS NEVER TRULY INTENDS TO USE HIS WORLD-DEVOURING DEVICE, BUT INSTEAD PLANS SOME OTHER DEADLY ATTACK!

PERHAPS...

STILL NO ENERGY FLUCTUATIONS, PROFESSOR!

CONTINUE SCANNING, CYCLOPS! I ACKNOWLEDGE THE POSSIBILITY THAT MAGNETO MAY BE CORRECT-- STILL, WE DARE NOT DIVERT OUR ATTENTION FROM THE OBVIOUS THREAT!

GALACTUS'S BLUFF IS BETTER THAN A HANDFUL OF ACES, EH, HERR PROFESSOR?

INDEED!

I SWORE TO CAPTAIN AMERICA THAT WE WOULD STAND GUARD HERE, AND HOLD OUT AGAINST GALACTUS, IF NECESSARY, UNTIL HIS FORCES RETURNED... AND SO WE SHALL!

LOOK! LOOK THERE!

MEANWHILE, BACK AT WHAT WAS ONCE CALLED DOOMBASE...

THINK YOU CAN PATCH THIS TIN SUIT UP, RICHARDS?

IRON MAN, WITH THE ADVANCED ALIEN TECHNOLOGY AT MY DISPOSAL HERE, I CAN EASILY MAKE IT FAR *BETTER* THAN IT WAS--

--THOUGH I'M STILL IMPRESSED WITH THE INCREDIBLE SOPHISTICATION OF THIS ARMOR!

I'M CURIOUS ...WERE YOU *SURPRISED* THERE WAS A BLACK MAN UNDER THE METAL?

HMM... NO, I NEVER GAVE IT A THOUGHT!

I KNEW THERE WAS A *MAN* UNDER THERE...

ELSEWHERE...

HEY--! THOR--! YOUR *CAPE'S* BACK! AND YOUR *HAT!* BUT HOW--? UNLESS YOU'VE GOT A HABERDASHER WHO MAKES FORTRESS CALLS!

T'WAS THE *HULK'S* DOING --USING A WONDROUS DEVICE HE DISCOVERED!

IT'S IN THERE, SPIDER-MAN! YOU JUST *THINK* INTO IT AND IT PRODUCES ANY SORT OF CLOTH OR CLOTHING YOU WANT!

GREAT! NEW THREADS -- WITHOUT STABBING MY THUMB WITH A NEEDLE! THANKS!

INSIDE...

HEY, *HULK!* WHICH OF THESE GIZMOS IS IT?

MUST BE *THIS* ONE! IT LOOKS LIKE IT WANTS TO MAKE ME A COSTUME!

GUESS I JUST CONCENTRATE...

HUH?

WHAT THE HECK IS *THAT*--?

AND WHY IS IT MAKING MY SPIDER-SENSE TINGLE?

MAYBE I'D BETTER GET RID OF--

HEY!

IT'S GOING UP MY *ARM!* WHAT *IS* THIS STUFF?

WELL, I'LL BE AN EIGHT-BALL'S UNCLE!

THAT GLOB JUST-- JUST SPREAD OUT AND BECAME A COSTUME -- AND DISSOLVED AWAY THE TATTERS OF MY OLD ONE IN THE PROCESS!

NOT *BAD!* DIFFERENT... BUT NOT BAD!

I WONDER WHY IT DIDN'T COME OUT LIKE MY *OLD* ONE? THAT'S WHAT I WAS THINKING OF?

OH, WELL... MAYBE I WAS SUBCONSCIOUSLY INFLUENCED BY THAT NEW SPIDER-WOMAN'S SUIT! HOPE SHE DOESN'T MIND!

WHOA! WHAT WAS *THAT?* A PLANETQUAKE?

CAPTAIN AMERICA! COME AT ONCE! IT HAS BEGUN! GALACTUS IS DEVOUR-ING THE PLANET!

TO BE CONTINUED...

#9 IN A TWELVE-ISSUE LIMITED SERIES

MARVEL SUPER HEROES™ SECRET WARS™

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ASSAULT ON GALACTUS!

IN A RUSTIC, ALIEN VILLAGE, THE X-MAN CALLED COLOSSUS, STILL RECOVERING FROM WOUNDS RECEIVED IN AN EARLY BATTLE, WITNESSES THE BEGINNING OF THE END...

LENIN'S BEARD! GALACTUS HAS BEGUN TO DEVOUR THE PLANET!

JIM SHOOTER	MIKE ZECK	JOHN BEATTY	JOE ROSEN	CHRISTIE SCHEELE	TOM DEFALCO
WRITER	PENCILER	INKER	LETTERER	COLORIST	EDITOR

I AM NOT AFRAID... EXCEPT FOR ZSAJI! IF THE END MUST COME, LET IT COME NOW, WHILE SHE LIES IN COMA-LIKE SLEEP!

ZSAJI! I DID NOT TRULY KNOW BEAUTY, NOBILITY AND SELFLESS COMPASSION UNTIL I MET YOU!

IS IT JUST THAT YOUR HEALING TOUCH -- YOUR VERY LIFE-ENERGY FLOWING INTO MY BODY -- LAID BARE THE DEPTHS OF MY SOUL TO YOU?

NO, I CANNOT BELIEVE THAT! EVEN WHEN FIRST I SAW YOU, SOMEHOW I KNEW THAT YOU WERE THE ONE IN ALL THE UNIVERSE I COULD TRULY LOVE!

AND YET... YOU LOVE ANOTHER!

STRANGE... BUT IT DOES NOT MATTER! I WANT NOTHING IN RETURN FOR MY LOVE--! IT IS NOT SOME -- SOME COMMODITY TO BE BARTERED! I CARE ONLY THAT YOU ARE WELL AND HAPPY -- IF IT MUST BE WITH ANOTHER... I AM CONTENT!

I GO TO FIGHT FOR YOUR LIFE ABOVE ALL, BELOVED ZSAJI!

AND LET HIM WHO WOULD THREATEN IT -- EVEN GALACTUS HIMSELF -- BEWARE!

ENERGY CRACKLES AROUND HIS MUTANT BODY AND HIS FLESH BECOMES SUPPLE, LIVING **STEEL** -- AND COLOSSUS STRIDES TOWARD HIS DESTINY!

MEANWHILE, HIGH ABOVE GALACTUS'S MOUNTAIN, BORNE ALOFT UPON TORNADO-FORCE WINDS, **STORM**, THE X-MEN'S MUTANT MISTRESS OF WEATHER SOARS...

MENACING STORM CLOUDS GATHER AT HER SILENT BIDDING --

--AND AT HER COMMAND --

--THEIR FURY HAMMERS DOWN!

UNBELIEVABLE! HE'S STILL STANDIN'!

MOREOVER, WOLVERINE, HE SEEMED NOT TO NOTICE! IF WE CANNOT SO MUCH AS GAIN HIS *ATTENTION*...

SILENCE, MAGNETO! I SWORE TO CAPTAIN AMERICA THAT WE WOULD HOLD OUT AGAINST GALACTUS UNTIL HIS RETURN ...AND WE SHALL! WE *MUST!*

HENCEFORTH, WE ARE IN COMBAT COMMUNICATIONS MODE! I WILL GIVE ALL ORDERS TELEPATHICALLY! YOU MUST OBEY *INSTANTLY!*

ROGUE! TAKE TO THE AIR AND ATTACK AT ONCE!

NIGHTCRAWLER! CYCLOPS! FOLLOW UP ROGUE'S OFFENSIVE!

I'VE NEVER SEEN PROFESSOR X THIS-- THIS *INTENSE* BEFORE! IT'S BECAUSE HE *KNOWS* THIS IS SUICIDE!

AND I'LL BET HE KNEW ALL ALONG THAT IT WOULD COME DOWN TO THIS--! THAT'S WHY HE SEEMED COLDER, HARDER, MORE AUTHORITARIAN FROM THE MOMENT WE GOT HERE!

HE'D MELLOWED OUT SO MUCH IN THE LAST COUPLE YEARS-- IT WAS SORT OF A SHOCK! BUT IT MAKES SENSE NOW! IT MUST BE HARD TO SEND YOUR CHILDREN TO THEIR DEATHS!

SOMETHING HAS APPEARED OUT OF THIN AIR NEAR THE MACHINE! POSSIBLY A DEFENSIVE DRONE!

ROGUE! BE CAREFUL!

AH RECKON AH'M READY FOR ANYTHIN', STORM!

IF IT'S DANGEROUS, AH'D BEST TAKE IT ON FIRST! AH'M HARD TO HURT!

THWAKK!

ROGUE!

OOOFF!

GOT YOU!

THE MEREST *TOY* OF GALACTUS BLUNTS OUR OFFENSIVE--!

KEEP HAMMERING AT IT, MAGNETO!

BLAAAM!

PROFESSOR--!

DO NOT CONCERN YOURSELF WITH ME! *ATTACK!*

HE'LL LIVE! SKRAG THAT THING!

AH! I HAVE REACHED THIS-- THIS COSMIC FLYSWATTER!

BAMF!

NIGHTCRAWLER, *NO!* IT'S TOO DANGEROUS! TELEPORT YOUR BUTT BACK DOWN HERE, *NOW!*

NOT BEFORE I DISABLE ITS SENSORS!

EYAARRRGH!

ALL RIGHT, CHARLEY! HE BOUGHT US A CHANCE-- MAYBE WITH HIS LIFE! NOW WHAT?

MAGNETO! STAND READY--! CYCLOPS-- FULL-FORCE OPTIC BLAST-- ON MY COMMAND... *STRIKE!*

*AND, AT THAT INSTANT, IN THE VILLAGE, WHERE **HAWKEYE**, THE **WASP**, AND CAPTAIN MARVEL WAIT...*

HOLEE--! THAT WAS LIKE A BABY NUKE! I WONDER WHAT HAPPENED?

I DON'T KNOW... BUT IF THAT WAS THE X-MEN UP THERE... THEY'RE DEAD FOR SURE!

SHOULD WE HEAD UP THERE NOW?

NO! WE'D BETTER WAIT FOR CAP... AND STRIKE AS A UNIT!

MEANWHILE, AT THE FORTRESS ONCE CALLED **DOOMBASE**, RECENTLY CONQUERED BY CAPTAIN AMERICA'S FORCES...

HURRY! NO TELLING HOW LONG THE X-MEN CAN HOLD OUT!

YEAH! WHERE'S THE REST OF THE ALPHABET WHEN YOU NEED IT?

NEVER MIND THAT! WHERE ARE CAPTAIN MARVEL AND HAWKEYE?

THEY WENT BACK TO THE VILLAGE EARLIER TO BRING THE WASP'S BODY HERE...FOR A DECENT BURIAL!

I HOPE THEY HAVE THE GOOD SENSE NOT TO ATTACK GALACTUS BEFORE WE ARRIVE!

HULK, MY FRIEND, ARE YOU UNWELL? T'WOULD SEEM THE GLOOM OF NIFFELHEIM HANGS IN THE AIR ABOUT YOU!

I'VE HAD BETTER DAYS...

IF 'TIS THAT YOU DO NOT FIT IN THESE CHAIRS THAT DEPRESSES YOU, COUNT YOURSELF FORTUNATE! THEY WERE MADE, I THINK, FOR INSECT MEN...OR BY TROLLS, FOR TORTURE!

IF 'TIS THE IMPENDING BATTLE TROUBLING THEE-- JUST THINK! WHAT GREATER CHANCE FOR GLORY HAS MAN OR GOD E'ER KNOWN?

MORE EVEN THAN RAGNAROK, THIS IS THE BATTLE I WAS BORN MILENNIA AGO TO FIGHT!

YOU, TOO, ARE A WARRIOR BORN, HULK! A TASTE OF BATTLE AND THE BERSERKER BATTLE-LUST SHALL RISE IN THY SOUL!

I DOUBT IT! I LOST THAT WHEN I GAINED THE INTELLIGENCE OF MY HUMAN SIDE-- BRUCE BANNER! AND NOW I'M SLOWLY LOSING THAT, TOO!

I'M NOT SAVAGE ENOUGH ...OR SMART ENOUGH TO BE A RELEVANT FACTOR!

I DON'T KNOW WHAT EVERYBODY'S WORRIED ABOUT! HOW CAN WE LOSE--? *I'M* HERE!

DO ME A FAVOR, TORCH! SHUT UP!

HERE WE ARE HEADIN' FOR THE BIG RUMBLE FOR ALL THE MARBLES AN' I AIN'T THE *THING!*

I'M USELESS! I FEEL LIKE I'M LETTIN' EVERYBODY DOWN--NOT TO MENTION THE WHOLE BLAMED UNIVERSE!

CHEER UP! AT LEAST YOU'RE BETTER LOOKING AS BEN GRIMM...WELL, A LITTLE, ANYWAY! C'MON! SMILE, OR I'LL GIVE YOU A HOTFOOT ON THE SEAT OF YOUR PANTIES!

BEAT IT, BRAT!

ON EARTH I CAN'T CHANGE BACK TO HUMAN AT ALL! WHY DO I HAVE TO DO IT HERE WHERE I'M NEEDED MOST AS THE THING?

AN' IF I *CAN* CHANGE BACK 'N' FORTH, WHY CAN'T I CONTROL IT--LIKE THE TORCH?

WHY?!

KRANG!

HEY! I'M THE *THING* AGAIN!

WHOOPIE! I'M THE *THING* AGAIN! I'M SO HAPPY, I EVEN LIKE *YOU!*

YEOW! YOU LUMMOX! PUT ME *DOWN!*

JEEZ, I CAN SEE THE HEADLINES --"AFFECTIONATE HUG SLAYS HUMAN TORCH EN ROUTE TO BATTLE-- UNIVERSE DESTROYED AS A RESULT"!

HMM...

THE NEW BROAD-- *SPIDER-WOMAN,* SHE CALLS HERSELF--SHE SURE IS WEIRD!

SHE'S AWFUL QUIET...DOES A LOT OF STARIN' AT FOLKS--! AND NEVER CRACKS A SMILE! SHE TURNED UP OUTTA NOWHERE... *CLAIMS* SHE'S ON OUR SIDE, BUT... MAYBE I'LL JUST KEEP AN EYE ON HER...

BESIDES... SHE'S GOT GREAT LEGS!

WE'VE GOT ONE THING IN COMMON -- WE'RE BOTH STRANGERS HERE!

A LOT OF GUYS HAVE WORKED WITH *IRON MAN* BEFORE -- BUT THAT WAS WHEN TONY STARK WAS IN THIS SUIT!

I THINK THEY'VE STARTED TO REALIZE THERE'S A DIFFERENT GUY IN HERE, NOW... AN' THEY GOT THEIR DOUBTS! THEY'RE KEEPIN' THEIR DISTANCE -- DON'T QUITE TRUST ME YET!

DON'T MATTER! AS LONG AS I GOT THIS ARMOR, I'M ONE BA-AD DUDE -- ESPECIALLY SINCE RICHARDS SOUPED IT UP!

AS SOON AS THAT FIGHT STARTS, I'LL SHOW 'EM -- SHOW 'EM *I'M* IRON MAN! THE *REAL* IRON MAN! JAMES RHODES IS IRON MAN -- NOW AND *FOREVER!*

YEAH...

HUH? SPIDER-MAN, YOU GONE *NUTS*, OR WHAT?

MEBBE HE JUST SORTA "FLIPPED OUT"... HEH, HEH!

YAHOO!

HEY, WATCH WHERE YOU'RE GOING, DOG-BREATH!

I'VE GOT MY WEBS BACK!

YOU FRUITCAKE! WATCH WHAT YOU'RE DOING!

I *AM!* AIN'T IT WONDER-FUL?!

NO! WHERE'D YOU GET THIS STUFF? IT'S EVEN HARDER TO BURN OFF THAN YOUR OLD WEBBING!

WHICH WON'T KEEP ME FROM FRYING YOUR BUNS IN A MINUTE AFTER I GET IT OFF!

NYAH, NYAH!

SETTLE DOWN, SON! YOU, TOO, TORCH!

BUT, I'VE GOT *WEBS* AGAIN! EVER SINCE YOU CANNIBALIZED MY WEB-SHOOTERS TO REPAIR IRON-MAN'S ARMOR,* REED, I'VE FELT LIKE A ONE-ARMED MAN... OR A SEVEN-LEGGED SPIDER!

IT'S THE *COSTUME!* SOMEHOW, IT'S GOT BUILT-IN WEB-SHOOTERS! THEY FIRE WHEN I *THINK* ABOUT IT!

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THAT'S NOT ALL--! THIS SUIT DOES *ANYTHING!* WATCH THIS--!

THERE! SHORT SLEEVES FOR SUMMER!

I'D LOVE TO EXAMINE IT IN MY LAB SOMETIME ...IF THERE IS "SOMETIME" EVER AGAIN... IF I EVER SEE MY LAB AGAIN!

LISTEN TO ME! I SOUND LIKE A DEFEATIST--! I APOLOGIZE!

YOU CERTAINLY SEEM CHIPPER CONSIDERING WHAT WE'RE ABOUT TO FACE!

YEAH...WELL, REED, WHEN I THINK ABOUT IT, THIS WHOLE TRIP BOGGLES MY MIND...SO I'VE GIVEN UP PONDERING THE IMPONDERABLES!

I HAVE TROUBLE UNDERSTANDING *MODERN ART!* WHO CAN FIGURE ALL THIS ULTRA-COSMIC STUFF? I'M JUST TAKING IT AS IT COMES!

4

AND WHAT ABOUT ME? CAN I SIMPLY TAKE IT AS IT COMES?

NO...I CAN'T HELP "PONDERING THE IMPONDERABLES"...SEARCHING FOR MEANING IN ALL THIS! I KEEP HEARING THE *BEYONDER'S* WORDS ECHOING IN MY MIND...

I AM FROM BEYOND!

SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS!

NOTHING YOU DREAM OF IS IMPOSSIBLE FOR ME TO ACCOMPLISH!

AT FACE VALUE, THE WHOLE THING IS *ABSURD!* WHY WOULD A BEING SO FAR REMOVED FROM US AND SO POWERFUL AS THE BEYONDER BRING US ACROSS THE UNIVERSE FOR A STUPID, SIMPLISTIC "GOOD-VERSUS-EVIL" GLADIATORIAL CONTEST? IS HE A MAD GOD? A COSMIC IDIOT?

AND WHY *US?* WHY THIS ODD COLLECTION OF BEINGS, MOSTLY FROM EARTH? AND WHY *GALACTUS?* HE DOESN'T *FIT!* HUMAN BEINGS AND EVEN *GODS* MAY BE TEMPTED, BUT GALACTUS IS A *FORCE OF NATURE*--NO MORE CAPABLE OF HAVING ENEMIES THAN A HURRICANE OR AN EARTHQUAKE! WHY IS *HE* HERE?

THERE MUST BE MORE TO THIS...BUT WHAT POSSIBLE PURPOSE COULD THERE BE?

I THINK GALACTUS MUST BE THE KEY!

REED! HEADS UP!

KRRRRAKK!

WE'VE BEEN HIT!

I'M ACTIVATING THE AUTO-STABILIZERS AND THE RETROS--BUT WE'RE TOO *LOW!*

BRACE FOR CRASH LANDING!

BUT...

UHHNGH!

THOOM!

IT'S *COLOSSUS!* HE BUFFERED OUR LANDING!

LOOKS LIKE HE AGGRAVATED HIS INJURIES IN THE PROCESS!

NYET! *NO!* I AM ÷UHH... ALL RIGHT!

YOU'RE GOING TO *HAVE* TO BE ALL RIGHT, SON! WE'LL NEED YOUR STRENGTH! IT'S DO OR DIE, NOW!

GALACTUS'S MACHINE IS SENDING OUT POWER-TENDRILS TO RIP THE PLANET APART BEFORE REDUCING IT TO BASIC BIO-SPHERIC ENERGY!

ONE OF THOSE MUST'VE NICKED OUR SHIP!

WE HAVE ONLY SECONDS BEFORE THE *WORLD-BURN* STARTS!

LET'S *GO!*

THAT CRATER--! FROM THE EXPLOSION I SAW ON MY WAY HERE! DID...THE X-MEN *DIE* THERE?

I--I WANT TO DO NOTHING BUT SEARCH FOR THEM-- YET I CANNOT! I MUST NOT-- FOR THE SAKE OF THE *LIVING!* FOR ZSAJI!

HO! *CAPTAIN MARVEL!*

CAREFUL WITH THESE DEFENSE DRONES! I THINK ONE OF THEM BLEW UP HERE BE-FORE, AFTER IT WAS DAMAGED!

NOW SHE TELLS ME!

CONCENTRATE ON *AVOIDING* THEM! GET PAST THEM AND ATTACK THE WORLD-DEVOURING APPARATUS!

THAT'S A CINCH WITH MY NEW RADAR AND IN-FLIGHT DODGING COMPUTERS!

KA-BLAAMM!

AWWRIIIGHT!

IRON MAN GOT *THROUGH!* HE DAMAGED THE MACHINE! INCREDIBLE... BEYOND BELIEF--! WE...HAVE A CHANCE! WE *CAN WIN!*

WAIT--! THAT'S THE ANSWER! THAT'S IT!

WE'VE GOT THE ADVANTAGE! LET'S PRESS IT! COME *ON!*

I CAN'T WAIT TO GET MY MITTS ON THAT SUCKER!

NO! *NO!* STOP!

WHAT? WHATTAYA MEAN, "NO! STOP!"?

BEN, WE CAN'T GO THROUGH WITH THIS! AT LAST I SEE A PURPOSE HERE--A MEANING TO THE UNIVERSE FOR THIS INSANE CONFLICT!

WE MUST NOT STOP GALACTUS!

SUDDENLY,...

YEOWW!

A WAVE OF SHEER FORCE! HE'S HURLING US BACK LIKE SO MANY LEAVES IN THE WIND!

COME UP READY, REGROUP, AND RENEW THE ATTACK!

ALL *RIGHT*, LET'S...

NO, WAIT! WHY DON'TCHA WANT US TO FIGHT, REED?

WHAT?!

CAN'T YOU SEE THAT WE'VE ALREADY DAMAGED HIS MACHINE? WE'VE DONE THE *IMPOSSIBLE!* THAT MEANS THIS FIGHT ISN'T HOPELESS! *WE CAN WIN--!*

--WHICH IS PRECISELY WHY WE MUST NOT FIGHT! WE MUST *LET GALACTUS WIN!*

WHAT ARE YOU *TALKING* ABOUT? YOU'RE NOT MAKING SENSE, REED!

I'M MAKING PERFECT SENSE! FOR THE FIRST TIME THIS WHOLE THING MAKES SOME SENSE TO ME! I SEE A POSSIBLE PURPOSE IN IT!

THIS IS A CHANCE TO RID OUR UNIVERSE OF THE THREAT OF GALACTUS! ALL WE HAVE TO DO IS LET HIM *WIN* THIS CONTEST! IF THE BEYONDER INDEED, GRANTS HIS WISH, HE'LL BE FREED OF HIS PLANET-CONSUMING *HUNGER* AT LONG LAST!

AND IF THE BEYONDER RENEGES?

RE-ENERGIZED BY CONSUMING THIS WORLD, GALACTUS WILL ATTACK-- I KNOW IT! AND FORCE THE BEYONDER TO PAY UP--OR BE DESTROYED IN THE ATTEMPT. ANY WAY YOU LOOK AT IT...THE UNIVERSE WINS!

COUNTLESS BILLIONS WHO *WOULD* HAVE EVENTUALLY FALLEN PREY TO GALACTUS--WILL LIVE IN PEACE!

YEAH, BUT WHY US? WHY WERE *WE* PICKED TO DECIDE THE FATE OF THE UNIVERSE?

WHY *NOT* US? WE PICKED OURSELVES, REMEMBER? BESIDES... WE BEINGS OF EARTH SEEM TO HAVE A KNACK FOR BEING PIVOTAL IN THE COSMIC SCHEME OF THINGS.

STRETCHO... YOU SURE ABOUT THIS?

YES, BEN!

REED, I--I'LL DO WHAT YOU TELL ME, BUT... I MEAN...

REED! HE'S *VANISHING!*

HE'S GONE! AND SO'S GALACTUS! AND THE WHOLE DARN MOUNTAINTOP!

NOW WHAT, CAP?

I--I DON'T KNOW... BUT FOR ONCE I'M OPEN TO SUGGESTIONS!

AT THAT MOMENT, SEVERAL MILLION MILES FROM THE SURFACE OF THE BATTLE PLANET, IN THE AWESOME, SOLAR-SYSTEM-SIZED CONSTRUCT THAT IS THE **HOMEWORLD OF GALACTUS**--

--A MORTAL MAN, YET ONE UNLIKE ALL OTHERS, GAZES IN WIDE-EYED WONDER...

IT IS... BEYOND THE CAPACITY OF HUMAN SENSES TO REPORT ...AND THE MIND TO GRASP!

IT PULSES WITH LIFE...WITH LIVING SPLENDOR! MOUNTAINS... SEAS...FORESTS...A WORLD OF INCONCEIVABLE VISTAS OF BEAUTY...*BUILT*...NOT CREATED! I AM...OVERWHELMED!

WELCOME TO MY HOME, REED RICHARDS!

I AM HONORED TO BE ACKNOWLEDGED BY GALACTUS!

WOULD YOU LIKE TO VIEW YOUR HOME?

YES! YES, I WOULD! VERY MUCH!

THERE!

SUE! AND LITTLE FRANKLIN! I MISS THEM! I SEE SHE HASN'T HAD THE BABY YET!

NO.

LISTEN TO ME, REED RICHARDS...AND THINK WELL ON MY WORDS...

MEANWHILE, IN A MAXIMUM SECURITY CONTAINMENT INSIDE WHAT WAS ONCE HIS OWN FORTRESS, **DOCTOR DOOM** SITS UNMOVING, AS IF TURNED TO STONE!

NOT LONG AGO, HE DARED TO INVADE THE HOMEWORLD OF GALACTUS SEEKING KNOWLEDGE, POWER, OPPORTUNITY--A **WAY** TO CONQUER GALACTUS, AND PERHAPS THE BEYONDER AS WELL...

BUT GALACTUS DISCOVERED HIM AND EXPELLED HIM--HARSHLY--REDUCING A ONCE MIGHTY FIGURE TO A TATTERED, CHARRED RUIN...

...OR SO IT SEEMED--UNTIL NOW...

THE WORLD SHIP IS THE WAY!

GALACTUS'S HOME *ITSELF* IS THE WAY I SEEK! AT LAST, I *SEE!*

I MUST BE *FREE*--! AT ONCE! BEFORE OPPORTUNITY EVADES MY GRASP!

MY ARMOR'S POWER IS DRAINED--THUS THEY LEFT IT ON ME--ALSO FEARING, PERHAPS THE MANY BOOBY TRAPS AWAITING ANY WHO WOULD DARE ATTEMPT REMOVE IT!

BUT DOOM IS EVER PREPARED! I NEED ONLY ACTIVATE MY POINT-SINGULARITY POWER SUPPLY--

--AND AGAIN I WIELD POWER!

KA-BOOOM!

DOOM! DOOM, FREE US!

DOOM!

I HAVE NO USE FOR YOU NOW...SAVE ONE!

KLAW! KLAW, MAD MASTER OF SOUND, BEING OF LIVING SOUND-ENERGY, WHOM I FOUND IN GALACTUS'S HOME! YOU ARE THE ONE I NEED!

MOI? TRA-LA-LA-LA-LA!

YOU NARRATE YOUR LIFE AS YOU GO ALONG, DON'T YOU? ARE YOU BEING TAPED?

WHY, YES! EVERY UTTERANCE OF DOOM MUST BE RECORDED FOR POSTERITY!

YOU, YOURSELF, KLAW, ARE A "RECORDING" OF SORTS, DUE TO THE TIME YOU SPENT AS A WAVE OF VIBRATORY ENERGY COURSING THROUGH THE WALLS OF GALACTUS'S HOMEWORLD! COME WITH ME!

WHERE TO? TOODLE-OO, TOODLE-OO!

TO THE LAB! I'M GOING TO DISSECT YOU!

OH, GOOD!

MEANWHILE...

I WILL NOT GIVE UP HOPE =UHH= ... UNTIL I FIND THEIR BODIES! IF THEY ARE DEAD THERE MUST BE SOME EVIDENCE! I WILL SEARCH TILL I DROP!

SUDDENLY...

SHZAKT!

AN OPTIC BLAST! CYCLOPS!

YOU'RE ALIVE! ALIVE!

AH RECKON SO!

GOOD! I WAS TIRED OF DIGGING!

AND...

BECAUSE OF THE ENORMOUS ENERGY IT APPARENTLY CONTAINED, WE SUSPECTED THAT THE FLYSWATTER MIGHT EXPLODE WHEN I BLASTED IT--

--SO MAGNETO PULLED A THICK LAYER OF EARTH AND STONE OVERTOP OF US FOR PROTECTION!

THE BLAST STILL VERY NEARLY KILLED US!

AND NOW--?

CAPTAIN AMERICA'S PEOPLE HAVE RETURNED TO THE VILLAGE! WE'LL DO THE SAME!

SOON...

SO ZSAJI APPARENTLY SAVED ME! I THINK IT TOOK A *LOT* OUT OF HER THOUGH!

AMAZING!

LOOKS LIKE THE X-MEN SURVIVED AFTER ALL!

MAKING ANOTHER ARROW, HAWKEYE?

ONE LAST ONE... WITH GALACTUS'S NAME ON IT!

ZSAJI! SHE HAS AWAKENED! THANK THE STARS!

ZSAJI!

JAH-NEE! *I guess* JAH-NEE!

OH...ZSAJI! LOOK, I'M KIND OF BUSY NOW! LATER, HUH? I--I'M JUST TOO WORRIED ABOUT REED TO DEAL WITH ANY-THING ELSE RIGHT NOW, OKAY?

SHE DON'T UNDERSTAND THE WORDS, KIDDO, BUT I THINK SHE READS YA!

WE COULD JUST STAND READY UNTIL GALACTUS APPEARS AGAIN...

IF HE DOES! WHAT IF HE DECIDES TO WAIT A FEW MONTHS? TIME IS NOTHING TO HIM!

WHY DON'T WE GET SOME SPACEWORTHY VESSELS FROM DOOMBASE AND MOUNT AN ASSAULT ON HIS HOMEWORLD?

LISSEN UP, LADLES AND GERMS! REED SAID NOT TO FIGHT GALACTUS, SO WE AIN'T GONNA! AN' THAT'S THAT! RIGHT, TORCH?

WELL, I GUESS, BEN, BUT... GEE...

I AIN'T HERE TO DIE SITTIN' ON MY HANDS, GRIMM!

YEAH? WELL, I CAN ARRANGE FOR YOU TO...

HELLO, EVERYBODY!

REED!

STRETCH! WHAT HAPPENED?

NOT MUCH! WE HAD TEA...

HE TOLD ME THAT I WAS A "FORCE OF THE UNIVERSE" JUST AS HE IS--! THAT I'M A "UNIVERSAL CHAMPION OF LIFE" JUST AS HE IS AN INSTRUMENT OF DEATH! AND, HE SHOWED ME SUE AND FRANKLIN...

AND THE KID--?

WELL...SUE HASN'T DELIVERED YET! SHE LOOKED FINE...BUT HE DIDN'T SAY MUCH ABOUT THE BABY!

UH...I DON'T KNOW WHAT THAT ALL ADDS UP TO, BUT WHATEVER YOU SAY, WE'RE WITH YOU, STRETCHO! RIGHT, KID?

YEAH, BUT, REED, I HOPE YOU...

HE MEANS, "RIGHT"!

THANKS, BEN... JOHNNY!

I DON'T KNOW WHAT TO SAY! I'M MORE CONVINCED THAN EVER THAT IT'S RIGHT TO LET GALACTUS DO WHAT HE *MUST!*

AND IF I'M A "CHAMPION OF LIFE!" DOES IT NOT MAKE SENSE TO ALLOW GALACTUS TO SLAY US SO THAT COUNTLESS BILLIONS WILL LIVE?

OR WAS HE TELLING ME THAT I *MUST* FIGHT TO PRESERVE EVEN THESE RELATIVELY FEW LIVES HERE? I JUST DON'T KNOW...

ONE LESS ORANGE MONSTER AIN'T GONNA MATTER MUCH TO THE UNIVERSE, REED! DON'T WORRY ABOUT CHAMPIONIN' MY LIFE!

SO...WE AIN'T FIGHTIN'--OR AT LEAST NOT TILL REED SAYS SO! READ ME?

THIS IS A REAL CROCK! WE'VE *GOT* TO FIGHT!

QUITTERS! *COWARDS!*

COME HERE AN' SAY THAT! AIN'T NO HEAVY, COSMIC REASON SAYS I CAN'T BUST *YOUR* HEAD!

WHY, YOU--!

HEY, *LOOK!* GALACTUS IS BACK! IT'S STARTING AGAIN!

ALL RIGHT, LISTEN UP! *I'M* GOING TO FIGHT! THE REST OF YOU COME OR NOT AS YOUR CONSCIENCE DICTATES!

WE'RE WITH YOU, CAP!

GOOD! BUT FIRST...

I JUST WANT TO TELL YOU, PROFESSOR XAVIER, THAT DESPITE OUR DIFFERENCES, YOU AND YOUR PEOPLE DID US--AND THE UNIVERSE, AS FAR AS I'M CONCERNED--A GREAT SERVICE, EARLIER!

IT WAS AN HONOR!

I HOPE YOU, THE X-MEN... AND MAGNETO WILL COME AND FIGHT SIDE BY SIDE WITH US NOW! NO ONE HERE WILL DENY YOU'VE EARNED THAT MUCH!

ENOUGH TALK! LET'S *GO!*

THANK YOU!

MOMENTS LATER, AT DOOMBASE...

THE BATTLE AGAINST GALACTUS YET RAGES! EXCELLENT! THERE IS STILL *TIME!*

AND THE BEYONDER HAS OPENED HIS *PORTAL* AGAIN-- PERHAPS TO MORE CLOSELY OBSERVE WHAT TRANSPIRES, SENSING THE AWESOME SIGNIFICANCE OF THE NEXT FEW MOMENTS!

PERFECT!

BUT, I MUST WORK QUICKLY! THE DISSECTION MUST BE COMPLETED AND MY APPARATUS ASSEMBLED IN MERE MINUTES!

DOCTOR *DOOM'S* DISSECTING *ROOM!* DOOM! OOM, OOM, OOM...

CUTTING DOESN'T HURT WHEN YOU'RE MADE OF SOLIDIFIED SOUND! IT TINGLES! INGLES, INGLES, INGLES...

MAY I SPEAK POETRY INTO YOUR TAPE RECORDER, DOOOOOM?

"BELLS" BY POE! "...THE TINTINABULATIONS OF THE BELLS, BELLS, BELLS, AND THE RINGING AND THE SINGING OF THE BELLS..." *WHEEEE!*

ELSEWHERE...

ONWARD! ONWARD!

HE'S FIGHTING US DIRECTLY NOW! NO MORE DRONES!

I THINK THAT'S A GOOD SIGN--!

ON THE *OTHER* HAND...

MAYBE HE IS WEAKENING -- BUT HE'S STILL NO PUSHOVER!

NEITHER IS THE *HULK!* I'M GETTING SICK OF THIS...

I'M GOING TO *SMASH* HIM ONCE AND FOR ALL!

NOW, BIG MAN, YOU -- *AHHH!*

HULK!

SUDDENLY...

TORCH! BEFORE HE CAN FINISH THE HULK--! HIT HIM!

FWHOOSH!!

BEN! START TO UNDERCUT THE MOUNTAIN! SEVER THE ANCHOR RODS AND PROBE WANDS SUNK INTO THE ROCK FROM THAT MACHINE!

CONSIDER 'EM SEVERED, BIG BRAIN!

GALACTUS USED ENORMOUS AMOUNTS OF ENERGY TRANSPORTING HIS HOMEWORLD HERE--AND I'M SURE HE HASN'T FED FOR MONTHS! HIS POWER IS ALMOST DEPLETED! WE CAN *TAKE* HIM!

RICHARDS, I-- I'M GLAD YOU'RE HERE-- BUT WHAT MADE YOU CHANGE YOUR MIND?

I...THOUGHT ABOUT WHAT GALACTUS SAID--AND I'M STILL NOT CERTAIN THAT, IN THE COSMIC SCHEME OF THINGS, WHAT WE'RE DOING IS RIGHT--

--BUT I REALIZED JUST HOW BADLY I WANT TO SEE MY BABY BORN, CAP! I WANT THAT MORE THAN ANYTHING--!

AND I'M GOING TO *FIGHT* FOR IT!

IRON MAN! HIT HIM HEAD ON! YOUR ARMOR CAN WITHSTAND THOSE ION BEAMS HE'S PROJECTING!

ROGUE! GO IN AFTER HIM! HIT HIGH --BUT WATCH FOR ENERGY BEAMS FROM HIS EYES!

SPIDER-MAN! GET BEHIND HIM!

BEN! THOR! CLOSE IN, QUICKLY! HURRY!

GOT HIM!

BUDOOM!

YOW! THAT WAS CLOSE!

THE WAY TO HIS MACHINE IS CLEAR!

LET'S TRASH IT!

AYE! FOR GLORY! FOR VICTORY!

NO! NO! LEAVE THE MACHINE ALONE! GET GALACTUS! CAPTURE HIM! DISABLE HIM IF YOU MUST!

HE MUST NOT ESCAPE!

WHA--?

HURRY!

TOO LATE! HE'S GETTING AWAY!

HE-- HE'S GONE! WE FAILED!

SO WHAT'S THE BIG DEAL, REED?

YEAH! WE TRASHED HIS MACHINE AND DROVE HIM OFF! WE *WON*, MAN!

NO! WE *LOST!*

LET ME EXPLAIN--! RIGHT ABOUT NOW--

"--GALACTUS IS ENTERING HIS WORLD-SHIP!

"HE'LL PROBABLY TAKE A MOMENT TO LOOK AROUND... HIS *LAST* LOOK!

"YOU SEE, HE DOESN'T *NEED* THIS MACHINE TO DEVOUR A WORLD! IT JUST MAKES THE ENERGY ABSORPTION FAR MORE *EFFICIENT!*

"UNDER THE CIRCUMSTANCES, I'M SURE HE'LL MAKE DO WITHOUT...

"AH! I SEE IT'S *BEGINNING--!*

"HE'S DEVOURING HIS OWN LIVING WORLD-- PERHAPS THE GREATEST ENERGY SOURCE IN THE UNIVERSE!

"MOMENTS AFTER HE'S FINISHED, THIS GODFORSAKEN PLANET WILL BE NEXT! WE WON'T BE ABLE TO STOP HIM THIS TIME! THEN HE'LL PROBABLY CONSUME THE SUN, TOO! HE'LL WANT EVERY IOTA OF ENERGY AVAILABLE IN CASE HE MUST DO BATTLE WITH THE BEYONDER!

"WE'RE DEAD MEN!"

ENERGY BEYOND KEN SEETHES IN THE VOID-- AND THE SUN SEEMS DIM BY COMPARISON!

IN THE CENTER OF THE NIMBUS OF FUNDAMENTAL FORCE, GALACTUS PREPARES TO DRINK IN THE POWER COSMIC...

BUT, AT DOOMBASE...

NOW!

NOW, KLAW--! THESE LENSES I'VE FASHIONED FROM YOUR BODY, SO PERFECTLY, SINGULARLY ATTUNED TO THE ENERGY OF THE WORLD-SHIP WILL *STEAL* THE POWER--

--AND DRAW IT HERE, TO *DOOM!*

DOOM! OOM, OOM, OOM...

TO BE CONTINUED...

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#10 IN A TWELVE-ISSUE LIMITED SERIES

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DEATH TO THE BEYONDER!

"WE'RE DEAD MEN!"

THOSE WERE THE WORDS OF REED RICHARDS, ALSO KNOWN AS **MISTER FANTASTIC**, WHEN, MOMENTS AGO, GALACTUS ESCAPED THIS MOUNTAINTOP BATTLE-SITE.

GALACTUS FLED TO HIS **HOME-WORLD**, A CONSTRUCT SO HUGE THAT IT FILLS THE SKY THOUGH IT ORBITS MANY MILLIONS OF MILES DISTANT. NOW CAPTAIN AMERICA AND HIS HEROIC COMRADES CAN ONLY WATCH HELPLESSLY AS THE HOME-WORLD OF GALACTUS DIS-SOLVES INTO PURE, BRILLIANT **ENERGY**-- SIGNALLING THE BEGINNING OF THE END OF THEIR LIVES!

LEMME GET THIS STRAIGHT, REED! SINCE WE PREVENTED HIM FROM EATIN' THIS GODFORSAKEN MUDBALL WE'RE STANDIN' ON--

--HE'S EATIN' HIS *OWN HOME-WORLD*?!

RIGHT, BEN! AND ONCE HE'S RECHARGED WITH ENERGY YOU CAN BET HE'LL BE BACK TO HAVE US FOR DESSERT!

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COVER YOUR EYES! LOOK AWAY, OR YOU'LL BE BLINDED!

BIG DEAL! WE'RE GOING TO DIE IN SECONDS ANYWAY! WHO WANTS TO SEE IT COMING?

HIGH ABOVE, THE LAST REMAINS OF THE ENORMOUS WORLD-SHIP ARE TRANSFORMED, SWELLING THE NIMBUS OF RAW ENERGY WHICH BILLOWS IN THE VOID...

AND IN THE CENTER OF THE SEETHING ENERGY-CLOUD, GALACTUS PREPARES TO DRINK DEEP OF THE AWE-SOME POWER AROUND HIM...

BUT, SUDDENLY, THE ENERGY IS RIPPED AWAY FROM HIM!

BELOW...

WHAT'S GOING ON?

I- I'M NOT SURE!

THE ENERGY--! IT'S MOVING! THAT WAY--

--TOWARD DOOMBASE!

THIS *CAN'T* BE DOCTOR DOOM'S DOING! WE LEFT HIM IMPRISONED ALONG WITH THE OTHER BAD GUYS!

WHO ELSE, THEN, TORCH?

WE'LL SOON SEE!

CAPTAIN MARVEL! GO RECONNOITER! FAST!

ON MY WAY AT THE SPEED OF LIGHT, CAP!

TRANSFORMING HER BODY TO PURE ELECTROMAGNETIC RADIATION, CAPTAIN MARVEL KNIFES TOWARD DOOMBASE--

--AND, SPLIT SECONDS LATER...

INCREDIBLE! SOMEHOW DOOM ESCAPED THE CELL WE LOCKED HIM IN... AND CONSTRUCTED THAT FANTASTIC MACHINE...

...AND IT LOOKS LIKE HE'S USING IT TO DRAW ALL THAT ENERGY INTO HIMSELF!

I'D BETTER GET BACK AND TELL CAPTAIN AMERICA... AND *MISTER FANTASTIC!* THEY'LL KNOW WHAT TO MAKE OF THIS!

CAPTAIN MARVEL! STAND FAST! THIS IS PROFESSOR X!

I AM TELEPATHICALLY LINKING YOUR MIND TO REED RICHARDS'S, ALLOWING HIM TO SEE THROUGH YOUR EYES!

HE IS BEST QUALIFIED TO INTERPRET FOR US THE MEANING AND SIGNIFICANCE OF THE EVENTS YOU ARE WITNESSING!

IT IS FINISHED! THE POWER IS MINE!

WHAT--WHAT IS HAPPENING?

BY THE DARK GODS! MY LEAST WHIM ALTERS THE WORLD AROUND ME! SUCH IS THE POWER COURSING WITHIN ME THAT STONE AND STEEL ARE WISPS OF NOTHING WHICH BEND AND TRANSFORM IN SLAVISH OBEDIENCE TO MY MEREST STRAY THOUGHT!

I MUST *CONTROL* THIS...SEPARATE THE GOSSAMER MATERIAL WORLD FROM MY ALL-POWERFUL THOUGHTS...BEFORE REALITY AND MY IMAGINATION BECOME AS ONE--HOPELESSLY INTERMINGLED!

AH!

WHAT NOW?

MY *SENSES* HAVE EXPANDED! OF COURSE! OMNISCIENCE IS OF NECESSITY A COROLLARY OF OMNIPOTENCE! A... *SIDE EFFECT!*

I--I FEEL EVERY CELL...EVERY *ATOM!* THEIR TEXTURES--! THEIR QUIVERING MOVEMENTS--! THE DANCE OF INFINITY...

MORE! NO PHYSICAL BARRIER CAN RESTRAIN MY SENSES! I SEE-- NO, IT IS FAR BEYOND SEEING --I *ENCOMPASS* ALL THAT EXISTS AROUND ME!

I POSSESS MORE SENSES THAN BEFORE--! AN *EMPATHY*...

THOSE IMPRISONED IN THE DUNGEONS-- I KNOW THEIR EVERY THOUGHT, EVERY SECRET, EVERY SMOULDERING, GNAWING *DESIRE!*

HOW THEY *SEETHE* WITH HUNGERS AND WANTS! HAH! EACH OF THEIR DESIRES IS MORE TANGIBLE TO ME THAN MORTAR AND STONE!

VICTOR VON DOOM, TO WHOM THE MINDS AND HEARTS OF LESSER MEN WERE *EVER* OPEN BOOKS, NOW PLUMBS THE BLACK DEPTHS OF MEN'S SOULS WITH A GLANCE!

FOR NOW...I AM... *AWARE!* AWARE OF ALL THINGS...INCLUDING...

...A SPY!

UH-OH!

AT THAT MOMENT...

SOMETHING'S WRONG! THE MIND-LINK HAS BEEN *CUT OFF!*

THAT'S NOT GOOD! CAPTAIN MARVEL'S IN TROUBLE!

QUICK! TO THE X-MEN'S SHIP!

BUT...

THAT THING ISN'T FLYING ANYWHERE! THOSE BOULDERS MUST'VE BEEN THROWN ONTO IT DURING THE BATTLE WITH GALACTUS!

AND OUR SHIP WAS WRECKED, TOO! WHAT'S PLAN "B"?

THOSE OF YOU WHO CAN TRAVEL FAST, HEAD FOR DOOMBASE AND AID CAPTAIN MARVEL! TAKE WHATEVER ACTION AGAINST DOOM YOU DEEM NECESSARY! THOR WILL BE IN COMMAND!

NO! WAIT! IT IS NOT NECESSARY TO DIVIDE OUR FORCES! EVERYONE INTO THE SHIP!

I SEE WHAT MAGNETO IS THINKING! PLEASE DO AS HE SAYS!

THIS THING'S REALLY DEAD! EVEN THE LIGHTS ARE OUT! EVERY POWER CELL WAS SMASHED!

NO MATTER! I AM THE POWER!

RRRUMMMMMMMMMMBLE

IT'S MOVING! WE'RE AIRBORNE!

UNBELIEVABLE!

AFTER ALL WE'VE SEEN LATELY? ARE YOU KIDDIN'?

WOW! THIS CRATE NEVER FLEW THIS FAST UNDER ITS OWN POWER! RIGHT, CYKE?

HARD TO TELL, NIGHT-CRAWLER!

AMAZING! LOOKS LIKE YOU MANAGED TO LIVE UP TO YOUR OWN HYPE, MAGNETO!

I GATHER, CAPTAIN AMERICA, THAT YOU WOULD HAVE PREFERRED THAT I FAIL! OR...WAS THAT REMARK, PERHAPS, INTENDED TO BE A "WELL DONE" FOR WHICH I SHOULD HUMBLY THANK YOU.

AT EASE, MISTER!

ALLIES SHOULD BE "AT EASE" WITH ONE ANOTHER! WHAT TROUBLES YOU? IS IT MY AWESOME POWER? ARE YOU JEALOUS? AFRAID? OR IS IT MERELY BECAUSE I AM A MUTANT THAT YOU ARE NOT "AT EASE"?

NOW THAT YOU MENTION IT, THE FACT THAT YOU TRIED TO KILL ALL OF US HERE SEVERAL TIMES AS PART OF VARIOUS EVIL SCHEMES FOR WORLD CONQUEST IS PRETTY HARD TO FORGET ENTIRELY!

BUT PROFESSOR XAVIER VOUCHED FOR YOU, SO I'M ALLOWING YOU TO BE AMONG US! I HAVE NO QUALMS ABOUT HIM OR THE REST OF THE MUTANTS... THE X-MEN!

MAYBE YOU OUGHT TO, BUB!

STAY OUT OF THIS WOLVERINE!

NOT A CHANCE!

WHAT YOU DON'T UNDERSTAND, CAP'N, IS THAT WE MUTANTS ARE AT WAR! ALWAYS HAVE BEEN, ALWAYS WILL BE!

YOU, WITH YOUR HIGH-FALUTIN' IDEALS--YOU'RE THE CHAMPION OF THE AMERICAN DREAM, FIGHTIN' FOR LIBERTY AND JUSTICE--

--BUT ONLY FOR YOUR OWN KIND! FOR HUMANS... FOR REGULAR AMERICANS! BUT YOU JUST STAND BY WHILE MUTANTS ARE BEING PERSECUTED, DON'T YOU? WHEN HAVE YOU EVER FOUGHT FOR OUR RIGHTS?

SOME OF THE GOD-FEARIN' AMERICANS YOU PROTECT *HATE* MUTANTS -- AND WHEN THEY COME AFTER US, IT'S A LOT LIKE HOW THE NAZIS WENT AFTER THE JEWS!

XAVIER WANTS US TO *HIDE*... TRY TO *HELP* HUMANITY... EARN ACCEPTANCE... FIT IN!

BUT WHEN THEY'RE THREATENIN' YOU AND YOURS, IT'S EASY TO PLAY IT LIKE MAGNETO DID--! FIGHT BACK--! TAKE THE OFFENSIVE--! DRIVE 'EM INTO THE SEA IF YOU HAVE TO...

NOW, THOUGH, PROFESSOR X HAS CONVINCED MAGGIE TO LAY OFF,,, STOP TAKING THE *EXPEDIENT* ROUTE...STOP USING NOBLE ENDS TO JUSTIFY VIOLENT MEANS... AN' STILL *YOU* WON'T LAY OFF! SORT OF MAKES ME WONDER IF MAGNETO WAS RIGHT..

NOTHING JUSTIFIES TERRORISM... OR MURDER!

TERRORISTS--! THAT'S WHAT THE BIG ARMY CALLS THE LITTLE ARMY!

I USED TO HAVE SOME RESPECT FOR YOU...

MEANWHILE...

SO...THE BEYONDER'S PORTAL REMAINS *OPEN*, THE BETTER TO *VIEW* THIS PLANET! CLEARLY HE REALIZES THAT THESE ARE CRITICAL MOMENTS!

JUST HOW CRITICAL IS FOR DOOM TO DECIDE!

WHEN THE BEYONDER BROUGHT US ALL HERE, HE TOLD US "SLAY YOUR ENEMIES, AND ALL YOU DESIRE SHALL BE YOURS..."

NOW I HAVE THE POWER TO SLAY EVERY BEING ON THIS PLANET WITH BUT A WAVE OF MY HAND! ALL THE "HEROIC" MINIONS OF CAPTAIN AMERICA ARE LIKE DUST TO ME!

SHOULD I SLAY THEM--? AND THEN, DEMAND *SOME* PRIZE FROM THE BEYONDER? WHAT WOULD I ASK FOR? WHAT COULD THE BEYONDER GIVE ME THAT IS NOT ALREADY WITHIN MY POWER?

ARE THOSE DUST-MOTE HEROES TRULY MY ENEMIES? OR...IS THERE NOW BUT ONE FOE IN ALL EXISTENCE WORTHY OF DOOM?

THE BEYONDER HIMSELF!

BE-YONDER! ORDER, ORDER, ORDER...

THE BEYONDER IS MIGHTY, THE BEYONDER IS TOUGH! BEATING HIM WILL BE PRETTY ROUGH!

SHOULD I SETTLE, THEN, FOR BEING SECOND, *KLAW*?

NO! I AM DOOM! AS LONG AS I KNEW THERE WAS ONE GREATER, I COULD NEVER REST!

BUT YOU DON'T HAVE A CHANCE! THAT WOULD DISCOURAGE SOME...

TRUE, HE IS GOLIATH... AND I AM DAVID...

DAVID HAD A *SLING*...AND KNEW A WEAKNESS OF HIS FOE'S WHICH HE MIGHT EXPLOIT!

I KNOW SOMETHING OF THE BEYONDER--FOR, WHEN FIRST HE SPIRITED US TO THIS WORLD, I ATTEMPTED TO INVADE HIS PORTAL AND WAS BRUTALLY REPELLED--BUT NOT BEFORE MY ARMOR'S COMPUTERS ANALYZED HIS ENERGIES!*

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A FEW SIMPLE ADJUSTMENTS, BASED UPON THAT DATA--AND BORROWING SOME TECHNOLOGY FROM THE DEVICE GALACTUS MEANT TO USE TO ABSORB THE ENERGY OF THIS PLANET.

--AND I HAVE MY "SLING" CONCEALED IN THE BREASTPLATE OF MY ARMOR!

I MUST GET VERY CLOSE, INDEED, TO THE BEYONDER IF I HOPE TO USE IT, HOWEVER--WITHIN AN ARM'S LENGTH.

BUT THEN, DAVID HAD TO BRAVE THE GIANT'S SPEARS TO DRAW WITHIN RANGE! AND NOW, KLAW, I GO TO... "WALK THROUGH THE VALLEY OF THE SHADOW OF DEATH..."

FAREWELL!

AT THAT MOMENT...

KATHOOOM

HE'S GONE! DOOM IS NO LONGER WITHIN THIS STRUCTURE!

CHECK ON THE OTHER PRISONERS! QUICK!

MOMENTS LATER, IN THE DUNGEON, MANY LEVELS BELOW...

EVERYBODY'S STILL BOTTLED UP... EXCEPT DOOM, OF COURSE!

BUT I DON'T SEE *KLAW* ANYWHERE!

YOU'RE RIGHT, TORCH! WE'D BETTER START SEARCHING! THIS IS A B-I-I-G FORT!

SPIDER-MAN, I THINK PROFESSOR X MIGHT BE ABLE TO TRACE HIM TELEPATHICALLY!

IF THAT'S POSSIBLE, NIGHTCRAWLER, LET'S HEAD BACK UPSTAIRS!

AND, IN THE LAB...

WHA-WHAT ON--! OHH!

WHAT IS IT, SPIDER-WOMAN?

CAPTAIN MARVEL--! SHE'S...THERE'S SOMETHING WRONG!

DOOM MUST HAVE FORCIBLY CHANGED HER TO HER LIGHT FORM...AND FROZEN HER THAT WAY! SHE'S BECOME A LIVING HOLOGRAM!

YOU'RE RIGHT ABOUT THE LADY OF LIGHT! LIGHT! ITE, ITE, ITE...

NO WONDER THEY CALL YOU MISTER FANTASTIC!

IT'S KLAW! OR... A PIECE OF HIM, ANYWAY!

HMM! I WOULD GUESS THAT DOOM SLICED AWAY MOST OF YOUR BODY AND USED IT TO MAKE THE ENERGY-LENSES FOR HIS POWER-ABSORBING DEVICE! CORRECT?

IT DIDN'T HURT AT ALL, BECAUSE I'M MADE OF SOLID SOUND! SOUND! OUND! OUND! OUND!

WHERE IS DOOM? WHAT IS HE UP TO?

KRAKABOOM!

HOLEE MOTHER O' PEARL!

DOOM? OH, HE'LL BE RIGHT BACK! HE'S OFF USING SOME GADGET IN HIS CHESTPLATE TO STEAL ALL THE BEYONDER'S POWER AND *CONQUER* HIM!

THE BEYONDER?! HE MUST BE INSANE!

MAYBE *THAT'S* WHY WE GET ALONG!

AT THAT MOMENT, SOMEWHERE PAST THE PORTAL OF THE BEYONDER...

STOP! YOU CANNOT APPROACH ME!

THEN APPROACH *ME,* COWARD--ON YOUR KNEES, IF YOU HAVE KNEES! COME! CRINGE BEFORE YOUR MASTER! GROVEL BEFORE *DOOM!*

WHATEVER'S GOING ON OUT THERE, IT'S SHAKING THIS PLACE TO PIECES! AND THIS FORT COULD WITHSTAND A DIRECT HIT FROM AN H-BOMB!

SPIDER-MAN! THING! GET DOWN TO THE SICK BAY AND BRING SHE-HULK UP HERE! I'VE GOT A FEELING WE'RE GOING TO NEED EVERY SINGLE HAND SOON, WOUNDED OR NOT!

AH! THIS MONITOR'S STILL WORKING!

THERE'S THE BEYONDER'S PORTAL--DEFINITELY THE SOURCE OF THE DISTURBANCE! SHOCKWAVES EMANATING FROM THERE ARE CAUSING UPHEAVALS IN THE VERY FABRIC OF THE TIME-SPACE CONTINUUM FOR A HUNDRED CUBIC PARSECS!

ONLY VIOLENT MOVEMENT OF ENERGY ON AN UNIMAGINABLY GARGANTUAN SCALE COULD CAUSE THIS! THEY'RE FIRING FORCE-BOLTS AT EACH OTHER, PERHAPS...

IF ONLY THIS EQUIPMENT WERE POWERFUL ENOUGH TO SEE INSIDE THE PORTAL!

CAN'T YOU SOUP IT UP, REED--? LIKE YOU DID MY ARMOR?

THERE'S NO TIME! NO MATTER, THOUGH! IT'S POWERFUL ENOUGH TO LOCATE GALACTUS SO I CAN BRING HIM BACK HERE... HELP HIM... *REVITALIZE* HIM!

WHAT--?! AIN'T WE GOT *ENOUGH* TROUBLE? WHAT IF HE TRIES TO KILL US AGAIN?

HE MAY... BUT IF DOOM SHOULD GIVE UP HIS ATTACK ON THE BEYONDER AND TURN HIS ATTENTION TO US AGAIN... THE ONLY WAY WE'D STAND A CHANCE IS WITH THE POWER OF GALACTUS ON OUR SIDE!

THERE HE IS! NOW IF WE CAN JUST LOCK A TRACTOR BEAM ON THOSE CO-ORDINATES!

MEANWHILE...

YEOW! ANOTHER SHOCKWAVE!

CAREFUL, THING!

GOOD THING I'M FAST! THE LAST THING SHE-HULK NEEDS IS BEING DROPPED ON HER HEAD RIGHT NOW!

AW, I KNEW YOU WUZ GONNA CATCH HER!

HEY! *REED*--! HOLEE--!

HANG ON, STRETCHO! I'M COMIN'!

AHH!

REED? *REED*! C'MON, BIG BRAIN, SAY SOMETHIN' COMPLICATED SO'S I KNOW YER OKAY!

EASY, REED! DON'T TRY TO MOVE, MAN!

C-CAN'T CATCH MY...BREATH...

SHE-HULK'S STILL WEAK, BUT OKAY, I THINK! SHE'LL BE ON HER FEET AGAIN AFTER SHE RESTS A WHILE MORE!

SO--! WHAT'S ON TEEVEE, HULK?

WORLDWIDE DESTRUCTION, I'M AFRAID! SHE-HULK'S CONDITION, AND OURS, TOO, MAY SOON BE ACADEMIC!

HULK! PLEASE--CAN YOU FOCUS ON THE VILLAGE WE ONCE OCCUPIED?

CERTAINLY! THERE! LOOKS LIKE THEY'VE FARED NO BETTER THAN THE REST OF THE WORLD!

THAT'S *ZSAJI*--THE HEALER! SHE--SHE'S *HURT!*

ZSAJI--! IF ONLY I WERE THERE TO BE WITH YOU NOW!

BUT...IT IS NOT I SHE WOULD WANT! IT IS THE HUMAN TORCH SHE LOVES! I MUST...TELL HIM...

JOHNNY STORM! I HAVE BAD NEWS! ZSAJI... HAS BEEN INJURED!

HUH?

I-- I'VE GOT NO TIME FOR A CHIPPIE NOW! *REED'S* HURT!

I'LL SEND HER A *CARD* LATER!

CHIPPIE? *CHIPPIE--?!*

KABOOOOM!

ANOTHER SHOCK--! THE WORST YET!

STAY ALERT FOR FALLING DEBRIS! COLOSSUS! IRON MAN! THOR! STAND BY TO BRACE WALLS--AND SHIELD THE MORE VULNERABLE!

SHRIEKING WINDS PROTEST THE AGONY OF A PLANET BATTERED AND DISTORTED BY FORCES BEYOND COMPREHENSION--

--WHILE THE SUN IT ORBITS SEEMS ON THE VERGE OF BEING BLOWN OUT LIKE A CANDLE!

AND, IN THE REALM OF THE BEYONDER...

IS THERE NO *END* TO HIS STRENGTH?

HE DOUBLES AND *REDOUBLES* HIS ONSLAUGHT WITH EACH PASSING SECOND! I *MUST* DRAW NEARER, STILL, AND YET...

ALL MY POWER IS NOT ENOUGH! MY THRUST HAS BEEN *BLUNTED*... MY ENERGY EBBS... MY DEFENSES CRUMBLE!

IT IS *HOPELESS!* I CANNOT REACH HIM-- ANY MORE THAN THE ANVIL CAN RISE TO STRIKE THE HAMMER!

A *WAY!* THERE MUST BE...

ARRGHH!

TH-THUS--? *THUS* FALLS DOOM?

NO! *NO!*

WHAT IS PAIN TO ONE SUCH AS I? I--I WILL SHUT IT OUT. OTHER MEN FALL PREY TO THE VERY *SPECTRE* OF DEATH... WHEN HER COLD EMBRACE SEEMS IMMINENT... THEY SIMPLY SWOON INTO HER ARMS! BUT I... I AM *DOOM!*

I--I *DENY* YOU, DEATH! VICTOR VON DOOM MUST NOT DIE!

SUDDENLY, A **STILLNESS** SWEEPS THROUGH THE FABRIC OF REALITY-- A TROUGH BETWEEN WAVES OF CHAOS. ON THE BATTLEWORLD, THE REMAINS OF DOOMBASE SHIVER AND SETTLE.

IN THE LAB...

EVERYONE-- ***BEWARE!*** I SENSE SOMEONE-- OR SOME***THING*** APPROACHING! SOMETHING... AWESOME!

I KNOW WHAT YOU MEAN, PROFESSOR X! MY SPIDER-SENSE IS GOING BAZONKERS!

WHOEVER'S COMING IS DANGEROUS TO BEAT THE BAND!

UH-OH!

GREETINGS! I AM ***DOCTOR DOOM!***.. THOUGH I AM FAR MORE THAN THE BEING YOU ONCE KNEW! INDEED, I HAVE TRANSCENDED MORTALITY-- AND YET, I AM ***YOUR*** CHAMPION-- FIGHTING FOR YOUR SAKES!

I AM ABOUT TO CRUSH THE BEYONDER!

THE BEYONDER, IN HIS COSMIC ARROGANCE ABDUCTED US ALL AND BROUGHT US HERE TO DO BATTLE FOR HIS AMUSEMENT! "SLAY YOUR ENEMIES...!" HE SAID-- BUT IN TRUTH, ***HE*** IS THE REAL ENEMY!

WHILE HE CAN REACH US, OUR UNIVERSE IS NOT SAFE FROM HIS MANIPULATIONS! HE MUST BE UTTERLY DEFEATED AND SEALED AWAY BEYOND THE PORTAL FOREVER--OR DESTROYED!

IN THE NAME OF ALL WHO EXIST IN OUR UNIVERSE, I, DOOM, HAVE DARED TO ATTACK THE BEYONDER!

THE BATTLE HAS GONE WELL. EVEN NOW, THE BEYONDER CRINGES IN TERROR, MARSHALLING HIS FAILING STRENGTH AGAINST MY FINAL ASSAULT! HENCE, THIS *LULL* IN THE STRIFE--

--WHICH HAS ALLOWED ME TO APPEAR TO YOU AND OFFER YOU THE CHANCE TO *SHARE* IN MY GLORIOUS CONQUEST. LEND ME *YOUR POWER!* HASTEN HIS CERTAIN DEFEAT!

COME! WHO WILL JOIN ME AGAINST OUR COMMON FOE? YOU HAVE BUT TO TOUCH MY HAND! WHO SHALL BE FIRST?

TO HIM, AFTER OUR VICTORY, I SHALL GRANT *POWER BEYOND MEASURE*--WITH WHICH TO FURTHER HIS *NOBLE* PURPOSES, OF COURSE!

YOU KNOW I SPEAK THE TRUTH! YOU *FEEL* IT, DO YOU NOT? COME!

TIME SEEMS TO TREAD WATER AS MAGNETO LUNGES FORWARD. THE OTHERS STAND TRANSFIXED...

YES! YES!

HE REACHES OUT TO GRASP DOOM'S SPECTRAL HAND--

--BUT THEN, HE **HESITATES.** HIS EYES FIND XAVIER'S, AND FOR AN ENDLESS SPLIT-SECOND, HE TREMBLES ON THE BRINK...

THEN, ABRUPTLY...

STOP HIM!

HOLD HIM, IRON MAN!

NO SWEAT, HAWKEYE! HE AIN'T GONNA REACH OUT AND TOUCH *NOBODY* UNLESS HE CAN FIND A PAY PHONE!

C-CANNOT MAINTAIN...

HUMAN SCUM--! YOU DARE?!

FLATTERY WON'T GET YOU NOWHERE, TURKEY! NO WAY WE'RE LETTIN' YOU HELP, DOOM!

YEAH! I DON'T BUY THAT BULL ABOUT HIM FIGHTING FOR OUR SAKES--NO MATTER *HOW* SINCERE HE SAYS IT, HE ISN'T THE TYPE TO CHANGE HIS SPOTS --AND FROM THE LOOKS OF IT, NEITHER ARE *YOU!*

UNHAND ME!

HEY, *X-MEN!* DID YOU SEE YOUR BUDDY HERE, TRY TO THROW IN WITH DOCTOR DOOM? THE *SAME* DOCTOR DOOM WHO ONLY A FEW MINUTES AGO ACED CAPTAIN MARVEL!

DOES THIS RAT HAVE TO MURDER SOMEBODY RIGHT IN FRONT OF YOU, OR WHAT? WHAT'S IT TAKE TO CONVINCE YOU HE'S POND SLIME-- AND WE SHOULD LOCK HIM UP?

AND IF YOU CAN'T SEE THAT... MAYBE WE OUGHT TO START WONDERING ABOUT *YOU!*

THAT'S ENOUGH, HAWKEYE! WE WERE *ALL* TEMPTED! I SUSPECT THAT DOOM WAS EXERTING SOME SORT OF MENTAL CONTROL--AND MAYBE MAGNETO GOT THE BIGGEST DOSE!

THE WAY I SAW IT, HE STOPPED *HIMSELF* BEFORE YOU JUMPED HIM! THAT MEANS HE DID NOTHING WRONG! HE'S INNOCENT!

AS FOR WHATEVER HE MIGHT HAVE DONE IN THE PAST, WE AGREED TO SET ALL THAT ASIDE FOR THE DURATION WHEN WE FINALLY ACCEPTED HIM AS AN ALLY!

AND BESIDES--

"--WE'RE NOT SURE WHAT'S HAPPENING OUT THERE! IT'S POSSIBLE WE'LL *REGRET* NOT HELPING DOOM!"

THE LAST, DESPERATE PLOY HAS FAILED... AND NOW, AS IF ON CUE, THE ONSLAUGHT BEGINS AGAIN. THIS TIME THERE IS NO DEFENSE.

LONG MINUTES PASS, AND THEN, FINALLY...

...SILENCE.

SLOWLY, THE VICTOR APPROACHES.

GATHERING UP THE SAVAGED REMAINS, THE BEYONDER BEGINS TO PROBE--

-- SOON FOCUSING UPON THE APPARENT CENTER OF ITS FALLEN FOE'S BEING!

STIMULATION OF CERTAIN ELECTRO-CHEMICAL REACTIONS ELICITS A PARADE OF IMAGES, DANCING IN THE MIND'S EYE OF DOOM. THE BEYONDER PAYS CLOSE HEED --

-- AND SEES UNFOLDED BEFORE HIM THE LIFE-JOURNEY OF THIS CARRION HE HOLDS. HE SEES DOOM AS HE REMEMBERS HIMSELF FROM YEARS PAST, A GYPSY YOUTH, HANDSOME AND PROUD...

PROMINENT IS THE HAUNTING VISAGE OF DOOM'S MOTHER, THE HEALER, MAKER OF POTIONS-- CRUELLY PUT TO DEATH WHEN DOOM WAS BUT AN INFANT, SLAIN AT THE COMMAND OF A PETTY OFFICIAL FOR PRACTICING HER ARTS AFTER FAILING TO CURE AN AILING HORSE.

HE WITNESSES THE YOUNG MAN'S FINDING OF HIS MOTHER'S HIDDEN CACHE OF SORCEROUS AND SCIENTIFIC SECRETS AND THE GROWTH OF HIS OWN KNOWLEDGE OF SCIENCES BOTH PHYSICAL AND SUPRA-NORMAL.

HE OBSERVES DOOMS' DISCOVERY THAT HIS MOTHER'S SPIRIT FORM IS TRAPPED IN AN INFERNAL, EXTRA-DIMENSIONAL NETHERWORLD AND SEES THE TRAGIC ATTEMPT TO CONTACT HER, WHICH LEAVES HIS FACE A SCARRED RUIN.

FINALLY, HE BEHOLDS WHAT THESE EVENTS HAVE WROUGHT IN THE DARK REACHES OF THE HEART AND MIND OF DOOM AS THE IMAGES **CHANGE**-- REVEALING THE **DESIRES** WHICH RULE THIS SHATTERED MAN.

POWER! AS THOUGH USURPING CONTROL OVER THE DESTINIES OF OTHER MEN WOULD SERVE AS VENGEANCE AGAINST THE CRUELTY HEAPED UPON HIM BY FATE.

FREEDOM FOR HIS MOTHER'S SPIRIT, SIEZED AND HELD BY THE DEMONIC MEPHISTO IN HIS FIERY DIMENSION, AS PAYMENT FOR ARCANE KNOWLEDGE GRANTED TO HER.

RESTORATION OF HIS RAVAGED FACE--THE UNDOING OF THE HORROR HE HAS EVER KEPT HIDDEN BEHIND HIS GRIM IRON MASK.

FOR LONG MOMENTS, THE BEYONDER REFLECTS UPON THIS THING, **DESIRE**. HE PONDERS THE PASSION, THE BITTERNESS, THE HATRED WITH WHICH IT SEETHES-- THE **MYSTERY** OF IT.

BUT THERE IS MUCH ELSE TO INVESTIGATE... AND PERHAPS HE CAN LEARN MORE OF THIS **EMPTINESS-WHICH-DRIVES** BY EXPLORING OTHER ORGANS.

THE BILATERAL SYMMETRY OF HIS BEATEN FOE, THOUGH DAMAGED, IS STILL EVIDENT. THE BEYONDER STRIPS THE BODY, AND LEAVING ONE SIDE INTACT FOR COMPARISON, BEGINS DISSECTION.

THUS, THE **MASK** IS PULLED AWAY--

-- AND AS THE ICY VACUUM OF THE BEYONDER'S REALM WASHES ACROSS HALF OF DOOM'S BARED FACE--

--HE **AWAKENS**...

... AWAKENS FEELING HALF OF HIS BODY BEING PULLED APART... PEELED AWAY IN LAYERS...

THE AGONY, THE NAUSEA, AND THE **HORROR** ARE BEYOND IMAGINING, UTTER DEATH, ONLY SPLIT-SECONDS AWAY, OFFERS AN **ESCAPE**, WHICH ANY OTHER MORTAL WOULD GRATEFULLY ACCEPT...

...BUT **HE** IS DOOM!

THE **BREASTPLATE** HOVERS NEAR ... AND THE BEYONDER HIMSELF IS CLOSE AT HAND! HIS REMAINING ARM QUIVERS WEAKLY, ITS BATTERED FLESH LOATHE TO RESPOND--

--BUT HE IS **DOOM!**

AS HIS VISION BLURS, AND THE EBONY WARMTH CLOSES AROUND HIS CONSCIOUSNESS, HE FIGHTS ON, REACHING, GROPING...

KRAKABOOOM

ANOTHER SHOCK!

THE BIGGEST YET! THE WHOLE PLACE IS COMING DOWN!

NIGHTCRAWLER! TELEPORT OVER TO THE PROFESSOR! HELP HIM AVOID THE DEBRIS!

BAMF

AT ONCE, CYCLOPS!

EVERYBODY *OUTSIDE!* NO MATTER HOW BAD IT IS THERE, IT'S BETTER THAN HERE! THIS PLACE IS GOING FROM SHELTER TO TOMB IN A HURRY!

WHAT ABOUT YOU, CAP?

GO! I'LL FOLLOW IN A MINUTE!

MOMENTS LATER, IN THE DUNGEON...

GET US *OUTTA* HERE!

I'M TRYING, BUT THE STRUCTURE'S SHIFTED! THE DOORS ARE JAMMED--BUT I'LL FIND A WAY! HANG ON!

NEED HELP?

YES! HURRY, I'LL COVER YOU!

GLAD YOU'RE HERE!

I WASN'T GOING TO LET THESE MEN DIE IN CAGES, NO MATTER WHAT THEY DONE OR WHOSE SIDE THEY'RE ON!

MAGNETO WAS ON HIS WAY DOWN HERE, TOO! HE'S GOT A THING ABOUT FOLKS BEING TRAPPED AND LEFT TO DIE LIKE RATS... EVEN *HUMANS!*

SHRAK

BUT I TOLD HIM I'D TAKE THIS DETAIL WHILE HE GOT THE OTHER COUPLE BAD GUYS OUT OF THE SICK BAY!

I DIDN'T EXPECT TO FIND YOU HERE!

EVEN THESE MEN HAVE RIGHTS!

ALL RIGHT, *MOVE* IT! GET OUT OF HERE! THERE'S NO GUARANTEE THAT ANY OF US WILL SURVIVE THE NEXT FEW MINUTES, BUT WE ALL STAND A BETTER CHANCE OUTSIDE! *GO!*

WE HEAR YA, PAL!

AND...

JUST IN TIME! THAT WHOLE SECTION OF THE FORT IS COLLAPSING!

KEEP MOVING! IT'S A LONG WAY TO OPEN AIR!

DON'T TAKE THIS WRONG... BUT YOU'RE A BETTER MAN THAN I GAVE YOU CREDIT FOR! I'M AN ATTACKER AN' YOU'RE A DEFENDER-- BUT WE'RE BOTH SOLDIERS!

I'M BEGINNIN' TO THINK YOU GOT ROOM IN YOUR HIGH-FALUTIN' IDEALS FOR ALL PEOPLE... DON'TCHA--? EVEN IF THEY'RE MUTANTS!

SOME OF MY BEST FRIENDS ARE PEOPLE!

OUTSIDE...

HERE THEY COME! THEY'RE OKAY!

YEAH, BUT THIS PLANET ISN'T! I FIGURE IT'S JUST ABOUT TO SHAKE ITSELF INTO SPACE GRAVEL-- AND THEN WHERE WILL WE BE?

PART O' THAT GREAT DRIVEWAY IN THE SKY, I S' POZE!

HEY! IT--IT STOPPED!

SUDDENLY, IT'S ALL QUIET AGAIN! WHAT GIVES?!

LOOK! UP THERE!

THAT LIGHT! WHAT IS IT?

IT'S COMING CLOSER!

BE READY FOR ANYTHING!

CAP, YOU'RE SOMETHING ELSE, MAN? DON'T YOUR JAW EVER GO SLACK? AREN'T YOU EVER JUST TOO FLABBERGASTED TO SHOUT ORDERS?

QUIET, HAWKEYE! STAND READY! IT'S ALMOST ON TOP OF US!

SOMETHING'S FORMING INSIDE OF IT!

THE BEYONDER IS DEAD! NOW, THE SUPREME BEING IN THE UNIVERSE...

...IS DOOM!

C-CAP! MY GOSH, CAP... *NOW* WHAT?

THIS IS GOING TO BE THE FIGHT OF OUR LIVES!

ON MY COMMAND, ATTACK! AND DON'T STOP... DON'T LET UP... NO MATTER WHAT!

WE MUST FIND A WAY... WE *WILL* FIND A WAY TO WIN!

READY...!

HOLD! STAY YOUR HAND, CAPTAIN AMERICA!

ABSORBING THE BEYONDER'S VAST ENERGIES CAUSED MY FORM TO SWELL TO ENORMOUS PROPORTIONS-- BUT I AM WHAT I WISH TO BE NOW!

LET ME, THEN, RETURN TO HUMAN PROPORTIONS SO THAT WE MAY MORE EASILY SPEAK... FACE TO FACE!

FIRST, KNOW YOU THESE THINGS...

THE BEYONDER NO LONGER EXISTS... AND DOOM HAS BEEN *REBORN!* THUS, HAVE TWO EVILS COME TO AN END!

THERE IS NO ENEMY LEFT TO FIGHT!

THE WAR IS OVER!

NONETHELESS, WE STRONGLY SUGGEST THAT YOU READ THE NEXT ISSUE OF ***MARVEL SUPER HEROES SECRET WARS*** *ON SALE IN THIRTY DAYS!!*

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#11 IN A TWELVE-ISSUE LIMITED SERIES

MARVEL SUPER HEROES™ SECRET WARS™

THE FACE OF DOOM

Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all have been gathered to fight the ultimate war! After many epic battles, the heroes led by *Captain America* had conquered all who opposed them — all save one. And now, that one, *Doctor Doom* stands before them, glowing with power great enough to destroy the entire universe!

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...AND DUST TO DUST!"

JIM SHOOTER -- WRITER
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JOHN BEATTY -- INKER
JOE ROSEN -- LETTERER
NELSON YOMTOV -- COLORIST
TOM DEFALCO -- EDITOR

--AND I SUPPOSE THAT IS WHAT YOU EXPECT!

YEAH! SO WHAT ARE YOU WAITIN' FOR?

DO NOT GOAD HIM, WOLVERINE! SOMETHING TELLS ME HE CAN DO IT!

LET US *STRIKE*, THEN --BEFORE HE HAS A CHANCE!

NO! LET'S HEAR HIM OUT!

JUST STAND READY! DON'T DO ANYTHING TILL I GIVE THE ORDER!

MY SPIDER-SENSE WOULD BE TINGLING IF DOOMSIE MEANT TO KILL US--!

I CONCUR THAT HE MEANS US NO HARM, SPIDER-MAN! THOUGH THE SHEER ENERGY OF HIS MENTAL PROCESSES BLOCKS MY TELEPATHIC PROBING, I SENSE NO AURA OF MALICE ABOUT HIM!

SPEAK TO US, DOOM! WE FEAR THEE NOT!

LISTEN WELL, THEN... I SHALL SPEAK TO YOU BUT ONCE, FOR GREATER THINGS BECKON ME!

MEANWHILE...

WHAT DO YOU MAKE OF *THIS*? DOOM'S TALKIN' REAL FRIENDLY TO CAPTAIN AMERICA AND HIS PALS!

WHAT HAPPENED TO HIM? WHY IS HE *GLOWING* LIKE THAT?

WHO KNOWS? DOOM'S TRICKS ARE MANY!

YEAH... LIKE SELLING OUT!

WE HAVE *ALWAYS* BEEN DISPOSABLE-- PAWNS TO BE EXPLOITED AND SACRIFICED AS EXPEDIENCY DICTATES! BAH! I'D LIKE TO TEAR HIM LIMB FROM LIMB!

BUT YOU WON'T, OCTOPUS! DOOM IS TOO MUCH FOR YOU-- EVEN WITHOUT THE AID OF HIS NEW FRIENDS! YOU ARE A *PRACTICAL* MORTAL WORM!

AND I? I ADMIRE TREACHERY! THE ENCHANTRESS IS MERELY *AMUSED* ...FOR THE NONCE!

I SAY WE SHOULD BASH HIS SKULL IN!

US AND WHAT ARMY? I'M TIRED OF GETTING MY BUTT KICKED!

LOOK, I THINK CAPTAIN AMERICA AND HIS JERK-SQUAD WENT AN' FORGOT THAT THEY LET US OUT OF THE SLAMMER WHEN THEY THOUGHT THE BUILDING WAS GONNA COLLAPSE!* I SAY WE SCRAM WHILE WE HAVE THE CHANCE!

*LAST ISSUE.

WHERE ISSS *KLAW?* KLAW WOULD KNOW WHAT TO DO! KLAW ISS VERY WISSSE! KLAW ISS LIZARD'S FRIEND!

I'M ALWAYS GAME FOR A FIGHT! WHATTA YOU THINK, LEGS? YOU WANNA NAIL SPIDER-MAN FOR PUNCHIN' OUT YOUR LAMPS BEFORE?

NO! NO... I...

WHATSAMATTER? YOU GONNA LET ONE LITTLE THRASHING GET YOU DOWN? C'MON! YOU'RE *TITANIA*-- STRONGEST BROAD ON WHATEVER PLANET THIS IS!

I WISH I HAD YOUR *ABSORBING MAN* POWERS, CRUSHER! NOTHING CAN HURT YOU, REALLY...

I DON'T KNOW WHAT TO THINK, OWIE! DOOM IS THE ONE WHO MADE ME INTO *VOLCANA* WHICH IS WONDERFUL-- BUT, GEE, HE DOES SEEM TO BE DOUBLE-CROSSING US!

AND I HAD SUCH FAITH IN HIM! I BELIEVED IN HIM! I-- I'M FURIOUS!

NOW, OWIE, REMEMBER, YOUR ANALYST SAID IT WASN'T GOOD TO GET OVERWROUGHT!

I DON'T CARE WHAT SHE SAID! I'M GOING TO *KILL* THAT LYING, TWO-FACED, ROTTEN FINK!

DO YOU HEAR ME, DOOM? THE *MOLECULE MAN* IS GOING TO *KILL* YOU!

OWIE! DON'T--! WAIT--!

YOUR NEW FRIENDS WON'T SAVE YOU, TRAITOR!

THERE! NOW THAT I'VE TOSSED THEM OUT OF THE WAY--ALONG WITH SEVERAL BILLION TONS OF THE PLANET'S CRUST--IT'S JUST YOU AND ME!

I'M GOING TO *OBLITERATE* YOU!

YOU THINK I WON'T, DON'T YOU? YOU THINK I'M JUST--JUST A WIMP OR SOMETHING! WELL, MAYBE I AM...BUT NOW YOU'VE MADE ME *ANGRY*--ANGRY ENOUGH TO DESTROY YOU!

AND I HAVE THE POWER TO DO IT! YOU KNOW THAT! I CONTROL *ALL MOLECULES*--EXCEPT LIVING ONES, OF COURSE--BUT STILL, I'M *SO* POWERFUL...

INDEED, YOU ARE! MORE THAN YOU REALIZE! LET ME *SHOW* YOU!

BEHOLD--! THE FOUNDATIONS OF ETERNITY-- THE INTERTWINING OF ENERGIES WHICH IS THE BASIS OF ALL THAT IS!

HUH?

ALL THINGS, NOW, ARE KNOWN UNTO DOOM... AND THE SECRETS OF THE UNIVERSE HAVE BEEN LAID BARE TO ME!

I GIVE YOU THIS AS A GIFT-- THIS INSIGHT INTO THE INTRICATE SIMPLICITY OF EXISTENCE!

INSIDE YOU IS GREAT POWER! KNOW YOU THIS-- OF ALL THE GREAT AND MIGHTY IN THE UNIVERSE, *YOU* ARE THE MIGHTIEST-- SAVE FOR DOOM!

THINK! EVERY MOLECULE, EVERY IOTA OF MATTER IN THE COSMOS ANSWERS TO YOUR WHIM! AND ALL THE FORCES WHICH GOVERN SUBSTANCE BEND TO YOUR WILL-- FOR MATTER AND ENERGY ARE ONE AND THE SAME!

THE ONLY LIMITS ON YOUR POWER ARE THOSE WHICH YOU HAVE IMPOSED UPON YOURSELF, SUBCONSCIOUSLY BECAUSE OF SELF-DOUBT... SELF-HATE... *FEAR!*

OPEN YOUR MIND TO THE MAJESTY OF YOUR POWER, OWEN REECE! ACCEPT YOUR DESTINY... AND FEAR NO MORE!

I-- I *CAN* CONTROL ORGANIC MOLECULES! I CAN DO... ANYTHING!

MOLECULE MAN! WHAT HAPPENED?

HE-- HE HELPED ME... WITH A-- A MENTAL BLOCK I HAD... THEN HE LEFT! HE JUST SOARED AWAY INTO THE SKY!

BUT, IT'S OKAY! WE CAN GET ALONG WITHOUT DOCTOR DOOM LEADING US ANYMORE! *I'LL* TAKE CARE OF US!

YOU--? YOU?!!

HEY, MEATHEAD--! YOU SAW WHAT HE DID! YOU REALLY WANNA CROSS HIM?

ALL RIGHT, SO YOU'RE IN CHARGE! WHAT DO WE DO NOW?

HMM... THERE'S SO MUCH TO THINK ABOUT! I'M NOT SURE... EXCEPT THAT WE'LL NEED FOOD AND SHELTER! AFTER WE TAKE CARE OF THAT, WE CAN PLAN WHAT TO DO NEXT!

WE COULD GO TO **MY** PLACE, OWIE..!

OKAY!

SECONDS LATER...

IT'S JUST AMAZING WHAT YOU CAN DO, OWIE, DARLING!

THIS IS NOTHING! WAIT'LL YOU **SEE** SOME OF THE THINGS I'M GOING TO DO NOW THAT I'M NOT AFRAID ANYMORE! YESSIREE! AT LAST, I'M ACCEPTING MY DESTINY!

MEANWHILE, ON THE FRINGES OF SPACE, AS CAPTAIN AMERICA'S GALLANT BAND REGROUPS...

WOW! WHEN THE MOLECULE MAN WANTS TO BE RID OF YOU, HE LETS YOU KNOW!

GET US DOWN INTO DENSER AIR QUICKLY, IRON MAN, BEFORE WE SUFFOCATE UP HERE!

LATER, AT THE BATTERED RUINS OF THE FORTRESS NAMED DOOMBASE...

NO TELLING WHERE DOOM WENT! I'VE TRIED SEARCHING PSIONICALLY FOR HIM--

--BUT I HAVEN'T FOUND A TRACE!

THANKS ANYWAY, PROFESSOR XAVIER!

REED, WHAT DOES ALL OF THIS MEAN?

HONESTLY, CAP, WITHOUT MORE DATA...

HUH! SOME BIG GENIUS *YOU* ARE!

OH, SHUSH, HULK! MY GOODNESS! YOU'RE GETTING NASTIER AND NASTIER, LATELY!

LET'S GO OVER WHAT WE *KNOW*...

"WE WERE BROUGHT HERE BY A BEING OF UNIMAGINABLE POWER--ENOUGH TO SIMPLY WIPE AWAY AN ENTIRE GALAXY! HE ISSUED A *CHALLENGE*

I AM FROM BEYOND! SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS! NOTHING YOU DREAM OF IS IMPOSSIBLE FOR ME TO ACCOMPLISH!

"THAT WAS ALL DOOM AND HIS ILK HAD TO HEAR! THEY ATTACKED US...AND WE FOUGHT BACK!

"BUT DOOM'S AMBITIONS WERE EVEN GREATER THAN WE REALIZED! HE CONTRIVED AN ELABORATE PLAN TO ATTACK THE BEYONDER HIMSELF--!

AND, APPARENTLY, HE *WON*! SOMEHOW HE KILLED THE BEYONDER--AND USURPED HIS POWER!

AYE... AND NOW DOOM IS NIGH OMNIPOTENT!

THAT'S... SCARY, THOR! IT GIVES ME CHILLS...

IT'S SMALL COMFORT, WASP, BUT AT LEAST DOOM IS ALL WE HAVE TO WORRY ABOUT! THE MOLECULE MAN AND THE OTHER SUPER-CRIMINALS HAVE APPARENTLY FLED TO SOME DISTANT PART OF THE PLANET!

NO SIGN OF DOOM, NO SIGN OF HIS EX-LACKEYS... BAH! GIVE ME *SOMEBODY* TO SMASH!

HEY! CAREFUL, HULK! THIS PLACE ISN'T TOO STURDY ANYMORE!

HUNDREDS OF MILES DISTANT ON THIS PATCHWORK PLANET, CONSTRUCTED BY THE BEYONDER FROM BITS AND PIECES OF THOUSANDS OF OTHER WORLDS, LIES A SIX-SQUARE-MILE CHUNK RIPPED FROM THE PLANET **EARTH**--

--SPECIFICALLY, A SUBURB OF **DENVER, COLORADO**, COMPLETE WITH ITS TERRIFIED POPULACE--

--AND, NOW, IN THE MODEST APARTMENT OF MARSHA ROSENBERG, AKA **VOLCANA**, ELEVEN BEINGS OF AWESOME POWER...

I WISH I COULD OFFER YOU ALL SANDWICHES, BUT THERE'S NO ELECTRICITY, AND EVERYTHING'S SPOILED...NO WATER, EITHER!

I'LL FIX THAT LATER, MARSHA! RIGHT NOW, LET'S DISCUSS OUR OPTIONS!

I DUNNO WHAT'S GOIN' ON WITH DOOM, THE BEYONDER, OR HIS STUPID CONTEST--BUT I DON'T GIVE A HOOT ANYMORE! ME AN' LEGS, ALL WE WANNA DO IS GO ***HOME!***

I THINK THAT'S THE WAY EVERYBODY FEELS, LOVEY! BUT... HOW COULD WE GET HOME? WE MUST BE A LONG WAY FROM COLORADO!

IF YOU WANT TO GO HOME, THEN GO HOME WE SHALL!

YEAH? HOW?

YOU'LL SEE...

AN INSTANT LATER...

LOOK! LOOK! SOMETHING'S CLOSING OFF THE SKY!

THE GROUND'S SHAKING, TOO! WHAT'S HAPPENING? WHAT NOW?!

AND, AT DOOMBASE...

REED! DID YOU FEEL THAT-- THAT RUMBLING?

YES! IT APPEARS THAT THE SUBURB OF DENVER THE BEYONDER BROUGHT HERE...IS LEAVING--!

THE WORK OF THE MOLECULE MAN, I SUSPECT!

WHAT?!

YOU MEAN IT'S JUST-- JUST FLOATING OFF INTO SPACE?

I-- I HAVE FRIENDS THERE! GOOD FRIENDS! WHAT'LL WE DO?

NOTHING! THERE'S NOTHING WE CAN DO, SPIDER-WOMAN!

EXCEPT SLEEP! WE MIGHT AS WELL JUST SACK OUT AND TRY TO FIGURE THIS ALL OUT IN THE MORNING!

HOURS LATER, IN THE SHADOWED CHAMBER OF THE X-MAN CALLED COLOSSUS...

"SLEEP," HE SAID! HUH! HE COULD NOT HAVE ISSUED AN ORDER MORE DIFFICULT TO OBEY!

I AM SO WEARY...BUT THE ACHE IN MY HEART-- AND THE GNAWING EMPTINESS IN MY SOUL, THEY DRIVE AWAY SLEEP! I CAN DO NOTHING BUT THINK THOUGHTS OF HER...

...OF MY ŻSAJI!

HMMPH! THESE ARE A LOVE-SMITTEN *SCHOOLBOY'S* THOUGHTS! BUT THAT IS HOW I FEEL...YET...IT IS FAR DEEPER THAN THAT! MY LOVE FOR HER IS EVERYTHING! THE *ONLY* THING!

YET, TO HER, I AM JUST ANOTHER SOLDIER IN THIS CURSED WAR!

I-- I CANNOT BEAR IT! NOT A SECOND LONGER!

MINUTES LATER, A TINY SKY-SLED QUIETLY DEPARTS FROM ONE OF THE CAVERNOUS HANGARS...

THANK THE STARS THE CONTROLS OF THIS MACHINE ARE NOT TOO DIFFICULT!

I AM COMING, MY LOVE!

AS COLOSSUS SOARS ACROSS THE STARLESS SKY, INTENT UPON HIS OWN CONCERNS, HE DOES NOT NOTICE A SMALL FLICKERING POINT OF RADIANCE STREAKING DOWN FROM THE HEAVENS TOWARD DOOMBASE...

SILENTLY, IT ENTERS THE COMPLEX, APPROACHING THE SLUMBERING HULK--

--AND...

MOMENTS LATER, IN A NEARBY CORRIDOR...

WHO'S THERE? WHO IS THAT?

OH...IT'S YOU, DOCTOR BANNER...OR DO YOU PREFER BEING CALLED "HULK"?

COULDN'T YOU SLEEP, EITHER? I WAS THINKING ABOUT THOSE POOR PEOPLE OUT THERE ON THAT CHUNK OF DENVER...

HULK?

WHOA! SOMETHING'S WRONG HERE! IS HE *SLEEPWALKING*?

HULK? HULK, *WAKE UP!*

WOW! HE'S *REALLY* OUT OF IT!

HE ISN'T LIKELY TO HURT *HIMSELF*, BUT WHAT IF HE STEPS ON SOMEBODY?! I'D BETTER RESTRAIN HIM-- AND THEN GET HELP!

THE EYES OF THE ADVENTURER CALLED SPIDER-WOMAN NARROW AS SHE CONCENTRATES...

THEN, EERILY, STRANDS OF SHEER PSIONIC FORCE RADIATE AROUND HER--

--AND SHE *WEAVES*...

SECONDS LATER...

HE'S STILL LUMBERING ALONG...OBLIVIOUS TO MY WEB! GOOD!

GOT HIM!

HE'S... *STRONG!*

FOR SOMEONE WHO'S ASLEEP, HE'S A REGULAR SHERMAN TANK!

HOLD HIM... *HOLD* HIM! COME ON! I'VE GOT TO *HOLD* HIM!

≠UHH!≠ NO GOOD! HE KEPT REDOUBLING THE PRESSURE! I COULDN'T MAINTAIN--!

HULK! *HULK!* COME ON, MAN, *WAKE UP!*

HEY--! *OWW!*

THE HULK SLUMPS TO THE FLOOR, ONCE AGAIN LOST IN PEACEFUL SLUMBER--WHILE SPIDER-WOMAN RISES, THOUGH UNCONSCIOUS, AND CONTINUES DOWN THE CORRIDOR ANIMATED BY A WILL NOT HER OWN...

MOMENTS LATER, LIKE A HUNTER SEEKING PREY, SHE SILENTLY STALKS ACROSS WHAT WAS ONCE THE LABORATORY OF DOCTOR DOOM...

SHE PASSES BELOW THE GLIMMERING REMAINS OF CAPTAIN MARVEL, WHO WAS CAUGHT SPYING ON DOOM AND WAS FROZEN BY HIM IN HER LIGHT-FORM--TRAPPED AS A LIVING HOLOGRAM!

CLOSER AND CLOSER SHE CREEPS TOWARD HER GOAL--THE DISEMBODIED HEAD OF KLAW!

SHE SLIPS PAST THE **MACHINE**, BUILT BY DOOM FROM KLAW'S DISSECTED BODY, WHICH ABETTED DOOM'S RISE TO POWER ON A COSMIC SCALE...

COMPOSED OF SOLIDIFIED SOUND ENERGY, KLAW IS UNDISCOMFITED BY DECAPITATION, AND DOZES PEACEFULLY...

EVER NEARER, SHE CREEPS...

BUT, SUDDENLY...

L-LIGHT--! OH...NO!

EEEEEEEE

THAT'S... SPIDER-WOMAN'S VOICE!

SECONDS LATER...

...I DON'T KNOW, CAP! I JUST *WOKE UP* HERE-- JUST IN TIME TO SEE DOOM! HE CAME FOR *KLAW!* I SAW HIM REASSEMBLE KLAW--AND TAKE HIM AWAY! HE RESTORED CAPTAIN MARVEL, TOO--! LIKE AN AFTERTHOUGHT!

WOW... I FEEL WEIRD! THERE'S A BUZZING IN MY HEAD THAT WON'T QUIT--JUST SORT OF IN THE BACKGROUND...

MAYBE YOU WERE SLEEPWALKING-- LIKE I MUST HAVE BEEN! I WOKE UP IN THE HALL!

MAYBE...

DID DOOM *SAY* ANYTHING?

NO... BUT HE LEFT *THAT!*

TALK ABOUT AN ENGRAVED INVITATION--!

YOU ARE SUMMONED TO THE TOWER OF DOOM AT DUSK TOMORROW.

WHAT TOWER? WHAT'S HE TALKING ABOUT?

OFFHAND, I'D SAY...

AT THAT MOMENT, DEEP INSIDE THE FOREBODING TOWER...

DO YOU LIKE MY TEMPORARY QUARTERS, KLAW? THIS IS THE THRONE ROOM...ACTUALLY, ITS ONLY PURPOSE IS TO IMPRESS OUR "GUESTS" TOMORROW...

NICE! ICE, ICE, ICE... I GATHER THAT YOUR PLANS WORKED OUT!

YES...HMM... ONCE I WOULD HAVE PROUDLY SAID, "OF COURSE!" NOW...WELL...I AM NOT AS I ONCE WAS!

I SUPPOSE YOU'RE A LOT LIKE *ME* THEN!

...MUST BE *THAT!*

HOLY--! THAT THING MUST BE TWO HUNDRED MILES HIGH! AND HE MUST'VE BUILT IT FROM NOTHING ...IN ALMOST NO TIME!

OH? HOW SO?

I TOLD YOU ONCE--! I *AM* MY WILDEST DREAM! DREAM! EEM, EEM, EEM...

I SHALL *MISS* DREAMING...

ARE YOU *TIRED*, DOOM? DOES A GOD GET TIRED? WILL YOU SLEEP NOW?

NO! I DO NOT NEED SLEEP ANY-MORE! AND FURTHER-MORE--I *DARE* NOT SLEEP!

I JUST WANT TO REST FOR A MOMENT --I WANT TO DRAW IN THIS POWER... *CONTAIN* IT...SHUT IT *OFF*... AND REST!

YOU'VE STOPPED GLOWING! GLOW, OH, OH...

STAND WATCH, KLAW! I MUST NOT SLEEP!

MEANWHILE, AT THE RUSTIC, ALIEN VILLAGE WHICH WAS ONCE THE HEROES' BASE--

*--IN HER HUT, THE HEALER-WOMAN CALLED ZSAJI STIRS, AS A NOISE, A **KNOCKING** DISTURBS HER SLUMBER...*

A MASSIVE SILHOUETTE FILLS HER DOORWAY--

--THEN STRIDES PURPOSEFULLY TOWARD HER...

FOR YOU, ZSAJI!

I AM SORRY TO AWAKEN YOU--BUT I DO NOT KNOW WHAT TOMORROW MIGHT BRING! PERHAPS MY DEATH! I COULD NOT FACE THAT WITHOUT TRYING TO LET YOU KNOW HOW MUCH I CARE FOR YOU!

IT... MAY BE THE ONE THING THAT TRULY MATTERS! IT IS EASIER FOR ME TO BELIEVE THAT ALL THIS HAS HAPPENED JUST SO THAT WE MIGHT MEET AND LOVE ONE ANOTHER-- THAN TO BELIEVE THAT I WAS MEANT TO FIND YOU ONLY TO LOSE YOU!

I LOVE YOU, ZSAJI!

SHE CANNOT UNDERSTAND THE WORDS--NONETHELESS, THE ESSENCE IS CLEAR. SHE SMILES... AS THOUGH SEEING HIM FOR THE FIRST TIME.

EIGHTEEN HOURS LATER, AT DOOM-BASE...

WOLVERINE! HAVE YOU SEEN COLOSSUS? IT'S ALMOST TIME TO LEAVE! EVERYONE IS GATHERING IN THE BIG HANGAR!

HE AIN'T HERE, NIGHTCRAWLER ...BUT I KNOW WHERE HE WENT!

BAMF!

YOU MEAN...TO *HER?*

HOW CAN HE BE SO FAITHLESS TO POOR KATYA?

I CAN UNDERSTAND A MAN FOLLOWING HIS HEART--GOING WITH WHAT FEELS RIGHT! THERE'S NO HONOR LOST IN THAT--BUT CAN'T HE SEE THAT THIS OBSESSION OF HIS IS JUST A SIDE-EFFECT OF HER HEALING POWER?

ARE YOU SURE?

YEAH! AND THIS AIN'T THE GIRL NEXT DOOR, EITHER! DIFFERENT WORLD... DIFFERENT CULTURE... WHO KNOWS WHAT LOVE MEANS TO HER? PROBABLY NOT THE SAME AS TO HIM! LOOKS TO ME LIKE IT'S A STANDARD PART OF HER PATIENT-CARE!

SOON...

PROFESSOR X! COLOSSUS IS...

I KNOW!

LAST NIGHT THE DARKNESS WAS THICK WITH VISIONS OF DEATH AND DESPAIR... IT BODES NOT WELL...

DOES THAT MEAN YOU HAD BAD DREAMS? ME, TOO!

I HAD A FEW WHITE-KNUCKLERS MYSELF! A COINCIDENCE-- I HOPE!

ALL RIGHT, LET'S MOVE OUT!

SHORTLY...

WELCOME TO THE TOWER! IT IS THE APPOINTED HOUR! LET ME SHOW YOU TO THE ROOM... WHERE WAITS *DOOM!* OOM, OOM, OOM...

SOON...

GREETINGS! DO ANY HERE DOUBT THAT I WIELD THE POWER OF THE BEYONDER?

WE BELIEVE IT, DOOM, BUT... SO WHAT? IT CHANGES NOTHING AS FAR AS I'M CONCERNED!

MUCH HAS CHANGED, CAPTAIN AMERICA! MUCH INDEED! FOR, WHEN I USURPED THE BEYONDER'S POWER, SLAYING HIM-- IN A WAY, DOOM DIED AS WELL!

NOW, I AM ALL-POWERFUL! I HAVE NOTHING TO PROVE TO LESSER CREATURES-- AND NONE ARE MY EQUAL! I AM COMPLETE... SERENE IN MY OMNIPOTENCE! THE DARK, SEETHING DESIRES WHICH ONCE DROVE AND SHAPED DOOM ARE NO MORE!

NOTHING IN THIS UNIVERSE-- NOTHING OF WHICH YOU CAN *CONCEIVE*, NO MATTER HOW COSMIC IN SCOPE-- COULD POSSIBLY MERIT MY ATTENTION! FOR AS ETERNITY IS TO YOU... I AM TO ETERNITY!

I HAVE TRANSCENDED ALL CONCERNS OF THIS PLANE OF EXISTENCE--

--AND, YET... WE HAVE UNFINISHED BUSINESS! LOOSE ENDS, IF YOU WILL, LEFT OVER FROM MY MORTAL LIFE!

I CANNOT UNDO ALL OF THE EVIL WORKS OF MY LIFE WITHOUT UNRAVELING A GREAT DEAL OF THE FABRIC OF REALITY, CAUSING ENORMOUS UPHEAVALS IN THE TIME/SPACE CONTINUUM--!

I CAN, THOUGH, EASILY SET RIGHT SOME OF THE CRIMES OF THESE FEW DAYS PAST...

FIRST, I SHALL RESTORE ONE WHOM I HAD *DISINTEGRATED!**ATOM BY ATOM I SHALL RE-CONSTRUCT HIM!

--YOU REALIZE THAT KANG IS ESSENTIAL TO... YOUR...PLANS...

WHERE *AM* I?

*ISSUE#4.

NOW, I RETURN HIM WHENCE HE CAME--TO HIS HOME!

BUT...HE WAS *DEAD!* HOW--?!

DEAD... AS YOU COMPREHEND DEATH, CAPTAIN AMERICA! BUT THERE IS MORE TO LIFE AND DEATH THAN IN YOUR PHILOSOPHY!

GALACTUS, WHOM I LEFT DRIFTING HELPLESSLY IN SPACE*HAS ALREADY BEEN FOUND AND AIDED BY HIS HERALD--THE FEMALE CALLED *NOVA!*

WHICH LEAVES ONLY YOU!

I WISH TO GRANT YOU A *BOON*...AS A GESTURE TO ATONE FOR THE SUFFERING YOU HAVE ENDURED AT MY HANDS! STATE YOUR DESIRE...ANY-THING! AND IT SHALL BE YOURS!

*ISSUE#10.

I THINK HE'S SERIOUS!

WHY DON'T WE ASK HIM TO GET US HOME?

MAYBE HE CAN FIND *LOCKHEED*, KITTY'S PET DRAGON FOR US! WE HAVEN'T SEEN HIM SINCE THE DAY WE ARRIVED HERE!

YEAH...BAD ENOUGH KITTY'S LOSING COLOSSUS OVER THIS! SHE SHOULDN'T HAVE TO LOSE HER DRAGON, TOO!

THAT'S NOT NECESSARY! I CAN GET US HOME!

HMM... WHAT'S WRONG WITH SPIDER-WOMAN?

WHY IS SHE STARING SO INTENTLY AT *KLAW*? OH, WELL...

WE WANT NOTHING FROM YOU, DOOM! THANKS, ANYWAY!

VERY WELL! OUR DEALINGS ARE ENDED! *FOREVER!* LEAVE, NOW, AS YOU ENTERED!

SOON I SHALL ASCEND TO HIGHER PLANES! UNTIL THEN --AND *MARK* THIS-- I WILL NOT SUFFER ANY DISTURBANCE! GO...AND DO NOT SEEK TO ENTER MY PRESENCE AGAIN, FOR I WILL UTTER-LY DESTROY ANY WHO DARE!

WE READ YOU!

MOMENTS LATER, OUTSIDE...

...EIGHTEEN, NINETEEN, *TWENTY*... WHERE'S SPIDER-WOMAN?

SHE'S NOT HERE!

HMM...DOOM'S VERY AURA NEGATES MY TELEPATHIC POWERS--I CAN'T PROBE *INSIDE* HIS TOWER--BUT I CAN ASSURE YOU SHE'S *NOT* OUTSIDE!

BLAST IT! I THOUGHT I NOTICED HER BEHAVING ODDLY! I SHOULD HAVE KEPT AN EYE ON HER AS WE WERE LEAVING! BUT WHY WOULD SHE REMAIN? WHAT IS SHE TRYING TO PROVE?

I DON'T KNOW...SHE'S RISKING DEATH! SHE MAY ALREADY BE DEAD!

MAYBE NOT... MAYBE NOT *YET!*

I'M GOING BACK IN AFTER HER!

CAP, DON'T! DOOM WILL KILL YOU!

AS LONG AS THERE'S A CHANCE SHE'S STILL ALIVE...I'VE GOT TO GO!

THEN WE'RE *ALL* GOING!

NO! IF I'M NOT BACK IN FIFTEEN MINUTES, *LEAVE!* NO ONE ELSE GOES IN! GOT IT? THAT'S AN ORDER!

MOMENTS LATER, DEEP INSIDE THE VAST CONSTRUCT...

NO APPARENT DEFENSES, NO ALARMS...SO FAR! BUT IF I KNOW DOOM, EVERY CREVICE IN EVERY WALL IS DANGEROUS!

STILL NO DEFENSES... CURIOUSER AND CURIOUSER!

"...HOME ♫ WHERE THE BUFFALO ROAM! AND THE DEER AND THE ANTELOPE PLAY! AY, AY, AY..." ♫

THAT'S *KLAW!* SHE WAS STARING AT KLAW--! HMM...

"WHERE ♫ SELDOM ♫ IS HEARD..."

WHAT THE...

OOPS!

CAPTAIN AMERICA!

WELL...WHAT IS IT THAT YOU WANT?

UH...SPIDER-WOMAN...SHE SEEMS TO BE MISSING! I THINK SHE'S STILL IN HERE SOMEWHERE! MAYBE SHE GOT LOST! I CAME BACK TO LOOK FOR HER!

I SEE! *KLAW!* FIND HER!

THIS...WASN'T WHAT I EXPECTED FROM SOMEONE WHO HAS TRANSCENDED HUMANITY! I KEEP EXPECTING SOMEONE TO SAY,"PAY NO ATTENTION TO THE MAN BEHIND THE CURTAIN!"

THOSE PORTRAITS --YOUR *MOTHER*, PERHAPS?

VERY PERCEPTIVE, CAPTAIN...

MEANWHILE...

SPIDER, IDER, IDER-WOMAN, OMAN, OMAN!

WHERE IS SHE? WHERE COULD SHE BE?

YEOWLP! WHAT'S THIS?

HEY! YEEEK!

UHH...

SPIDER-WOMAN SLUMPS TO THE FLOOR, LOST IN PEACEFUL SLUMBER --WHILE KLAW RETURNS WHENCE HE CAME, ANIMATED, AT FIRST, BY A WILL NOT HIS OWN--

--BUT WITH EACH STEP HE TAKES, THE ALIEN FORCE GUIDING HIM RETREATS INTO HIS SUBCONSCIOUS, SURRENDERING CONTROL BACK TO KLAW--UNTIL IT IS MERELY A SLIGHT BUZZ-ING LURKING IN BACK OF HIS MIND.

SO...YOUR MOTHER'S "SPIRIT ESSENCE" IS HELD CAPTIVE BY THIS DEMON... *MEPHISTO*--AND YOU INTEND TO LIBERATE HER SPIRIT...

IS THAT LITTLE ENOUGH TO ASK? LITTLE ENOUGH SELF-SOLICITUDE--? TO FREE MY MOTHER'S SOUL FROM ENDLESS TORMENT AT THE HANDS OF AN EXTRA-DIMENSIONAL DEMON!

AFTER THAT...IT IS AS I SAID-- NO AFFAIR OF MEN--OR DEMONS--COULD POSSIBLY GAIN MY NOTICE!

CONQUEST...DOMINION... THESE ARE THINGS WHICH NO LONGER HOLD MEANING FOR ME! RULING THIS ENTIRE UNIVERSE WOULD BRING ME AS MUCH SATISFACTION, PER-HAPS, AS RULING A WATER DROPLET FULL OF AMOEBA WOULD BRING YOU!

YOU LOOK PRETTY HUMAN TO ME NOW, DOOM!

IT IS FOR YOUR PROTECTION THAT I KEEP THE POWER *CON-TAINED*--COMPLETELY BOTTLED UP INSIDE ME--LEST AN IN-ADVERTENT FLICK OF MY FINGER SHOULD DESTROY A SOLAR SYSTEM, OR WIPE OUT AN INTER-GALACTIC CIVILI-ZATION!

WHILE I LINGER ON THIS PLANE, I AM LIKE A GIANT ON A WORLD OF ANTS! EVERY SLIGHT MOVEMENT I MAKE CAN SEAL THE DESTINIES OF MILLIONS!

I... DO NOT *WISH* TO DESTROY ANYONE!

THEN, I'LL FIND SPIDER-WOMAN... AND TAKE MY LEAVE!

SHE'S OUT IN THE HALL! ALL, ALL, ALL...

WHAT'S GOING ON?

THE INEVITABLE, I FEAR!

MOMENTS LATER...

I-I'M SORRY, CAP! I DON'T REMEMBER ANYTHING! I CAN'T IMAGINE HOW I MANAGED TO FALL ASLEEP IN THERE!

I GUESS I *NEEDED* A NAP! AT LEAST, NOW, MY HEAD ISN'T BUZZING LIKE IT HAD BEEN SINCE LAST NIGHT!

THEY'RE BACK! THEY'RE OKAY!

NO...I SENSE THERE IS MUCH TROUBLING CAPTAIN AMERICA! I SUSPECT HE HAS GRIM NEWS!

LET'S GET OUT OF HERE!

PROFESSOR X, SUMMON COLOSSUS, PLEASE! WE HAVE TO MAKE A DECISION WHICH AFFECTS ALL OF US...AND, PERHAPS THE ENTIRE UNIVERSE! EVERY ONE OF US MUST BE PRESENT!

AND THEN, IN A GLEN NEAR ZSAJI'S VILLAGE, WHERE AN IDYLLIC TIME HAS PASSED ALL TOO QUICKLY--

--SUDDENLY...

COLOSSUS!

COLOSSUS!

GO AWAY, PROFESSOR!

I'M SORRY, BUT THIS IS A CODE RED COMMAND! RETURN TO DOOMBASE--AT ONCE!

(HISS)

I MUST GO, ZSAJI!

BUT, I'LL RETURN! I PROMISE, I'LL COME BACK TO YOU! I LOVE YOU MORE THAN ANYTHING! SOON I'LL BE WITH YOU AGAIN AND THEN, I SWEAR, I'LL NEVER LEAVE AGAIN!

LATER, IN A COUNCIL CHAMBER AT DOOMBASE...

I DON'T UNDERSTAND, CAP! WHAT'S *WRONG* WITH DOOM WANTING TO RESCUE HIS MOTHER'S SPIRIT?

MAYBE NOTHING! UNDER OTHER CIRCUMSTANCES, I MIGHT EVEN VOLUNTEER TO *HELP* HIM! IT SEEMS LIKE A VERY HUMANE... AND *HUMAN* THING TO WANT!

THAT'S WHAT WORRIES ME!

DOOM CLAIMS HE'S *TRANSCENDED* ALL HUMAN DESIRE! WHAT IF HE HASN'T?

WE'VE SEEN THE POWER OF THE BEYONDER--DOOM'S POWER--IN ACTION BEFORE! IT IS *SUCH* POWER THAT EVEN NOW, NOTHING IN THE UNIVERSE CAN TAKE PLACE WITHOUT HIS CONSENT! THAT KIND OF AUTHORITY RIGHTFULLY BELONGS TO... NO MAN!

NO MATTER HOW ENLIGHTENED OR BENEVOLENT HE'S BECOME, FREEDOM TO DO WHAT DOOM ALLOWS IS NOT FREEDOM!

REMEMBER, THE FIRST THING DOOM DID WITH HIS NEWFOUND POWER...

...WAS REPAIR THE SCARS ON HIS FACE! I SEE YOUR POINT!

I'M NOT CERTAIN I'M RIGHT! PERHAPS WE SHOULD ACCEPT DOOM AT HIS WORD ...NOT BORROW TROUBLE...GO ON OUR WAY AND COUNT OUR BLESSINGS!

NO...*NO!* WE'VE GOT TO STOP HIM NOW... BEFORE IT'S TOO LATE! GET HIM TO GIVE UP THIS POWER...

POWER, SCHMOWER! WE'LL JUST KNOCK HIM DOWN TEN PEGS OR SO...

WHAT REED SAYS GOES FOR ALLA US, *FF*'ER'S!

I THINK CAP'S RIGHT! I CAN'T BELIEVE DOOM COULD GIVE UP LORDING IT OVER PEOPLE...OR BLEU CHEESE DIP! NOT FOR LONG! WE'VE GOT TO MAKE A STAND BEFORE HE TAKES THIS SELF-APPOINTED DEITY STUFF TOO FAR!

AYE, WASP!

LET'S GO FOR IT!

I'M WITH YOU, SHE-HULK!

COUNT GOOD OL' HAWKEYE IN--BUT COULD SOMEBODY PLEASE HELP ME MAKE SOME *ARROWS* FIRST?

SHOW ME THE HEADS, MAN--IRON MAN'LL CRACK'EM!

GEE, I'M HONORED TO BE GIVEN A VOTE! I AGREE!

I'M IN! WHO WANTS TO ARGUE WITH ALL OF YOU HEAVY HITTERS?

WHO COULD KNOW BETTER THAN THE HULK THE DANGER OF TOO MUCH POWER? I SAY FIGHT!

PERHAPS I KNOW BETTER THAN YOU THE TEMPTATION OF *INSIDIOUS* POWER--POWER WHICH CAN BE USED FOR SUBTLE MANIPULATION! WE MUST FIGHT!

I THINK PROFESSOR X SPEAKS FOR ALL OF US X-MEN!

YES!

I AGREE!

STORM SPEAKS FOR HERSELF--BUT I BELIEVE THAT OUR ONLY CHOICE IS TO RESIST DOOM NOW!

YOU SAID IT, LADY!

I, TOO, AGREE! DOOM CANNOT BE TRUSTED WITH SUCH POWER!

COLOSSUS? YOU HAVEN'T SPOKEN YET-- AND YOU'RE THE LAST!

I--I JUST DON'T KNOW! I MEAN-- WHAT HAS HE DONE TO US? NOTHING! HE MAY *NEVER* HARM US!

HE SEEMS TO BE AN ENTIRELY DIFFERENT BEING THAN HE WAS BEFORE! IF WE STRIKE AT HIM UNPROVOKED --ARE WE NOT THE CRIMINALS?

YOU MAY BE RIGHT, SON! I'M NOT DEAD CERTAIN ABOUT ANY OF THIS! THAT'S WHY IT MUST BE A *UNANIMOUS* VOTE...OR WE DO NOTHING!

DON'T THINK YOU MUST AGREE! THE CHOICE IS YOURS...

KEEP IN MIND, BY THE WAY, THAT IF WE DO DECIDE TO CONFRONT DOOM, IT'S POSSIBLE THAT WE MIGHT BE ANNIHILATED ON THE SPOT BY A BOLT FROM THE BLUE!

IT'S JUST THAT...YOU SEE, I--I FINALLY HAVE FOUND TRUE HAPPINESS-- THE ONE WOMAN IN ALL THE UNIVERSE I LOVE! THE THOUGHT THAT IT MIGHT END...THAT I MIGHT BE KILLED, *NOW*...THAT WE COULD *RUIN* IT ALL UNNECESSARILY--!

AM I BEING SELFISH?

ONLY YOU KNOW THAT, SON!

FORGIVE ME, ZSAJI...

I SAY *YES*...WE FIGHT!

SHRAKKKT!

TO BE CONTINUED--?

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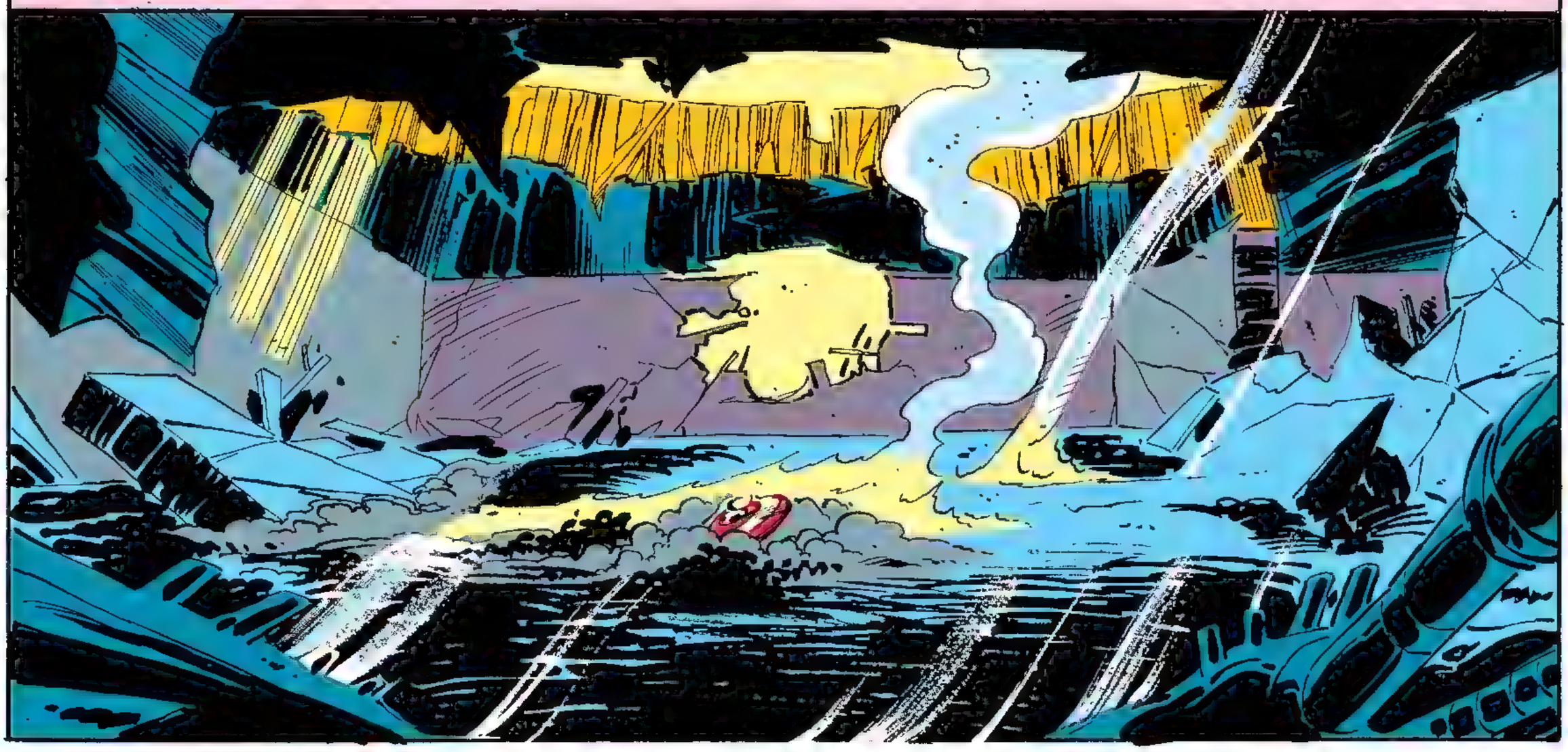
"...NOTHING TO FEAR..."

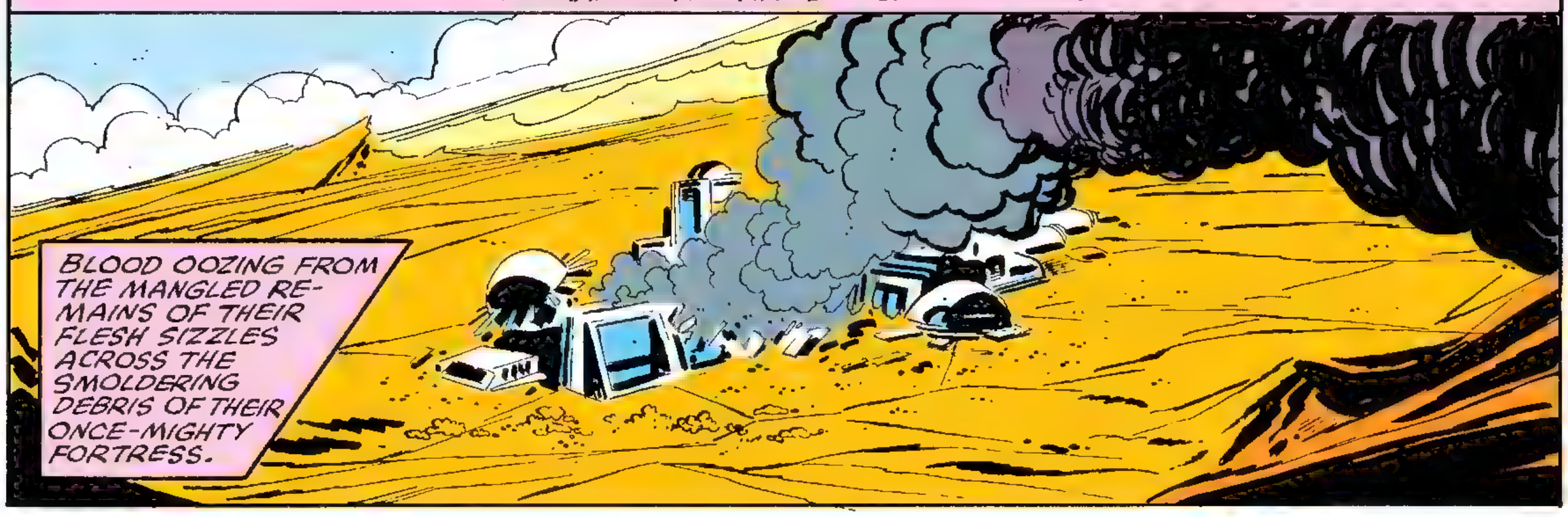
TWENTY-ONE LIE DEAD HERE. TWENTY-ONE HEROES BLOWN TO PIECES BY A BOLT FROM THE BLUE.

CAPTAIN AMERICA... THOR... THE WASP... CAPTAIN MARVEL... HAWKEYE... IRON MAN...

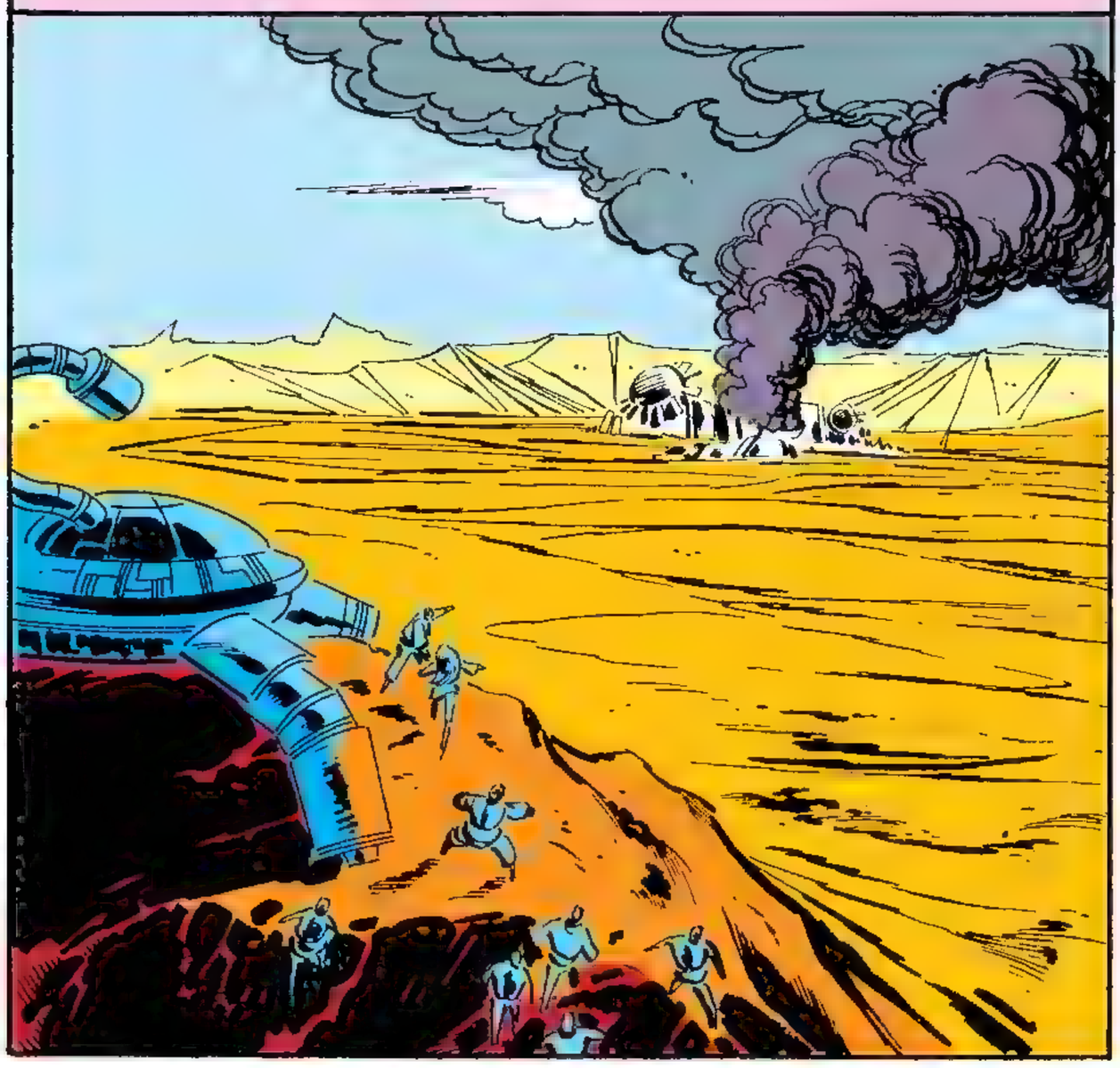
...PROFESSOR CHARLES XAVIER...NIGHTCRAWLER...COLOSSUS...CYCLOPS...STORM...WOLVERINE...ROGUE...MAGNETO...



...MISTER FANTASTIC...THE THING...THE HUMAN TORCH...THE HULK...SPIDER-MAN...AND SPIDER-WOMAN... ALL ARE BUT CARRION NOW.



FROM A DISTANT PEAK, DENIZENS OF THE ALIEN VILLAGE, WHICH ONCE SERVED AS REFUGE TO THE HEROES, WITNESS THE SMOKE SPREADING ACROSS THE SKY.



ZSAJI, THE HEALER, WHO SO OFTEN IN RECENT DAYS MENDED THE HEROES' WOUNDS AND EASED THEIR PAIN, REMEMBERS THE GENTLE CARESS OF THE TALL, STRONG ONE CALLED **COLOSSUS** WHO LOVED HER SO. IS HE BEYOND HER POWER NOW-- **DEAD** AND GONE FOREVER?

HUNDREDS OF MILES AWAY, IN THE FASTNESS OF A MIGHTY TOWER WHICH PROBES THE VERY FRINGES OF SPACE--

--DWELLS THE AUTHOR OF THE CARNAGE...

DOCTOR DOOM! IS IT OVER? ARE THEY DEAD?

YES, KLAW... THEY ARE DEAD!

DEAD! ED, ED, ED..! AND NOW, DOOM--?

NOW, ONCE AGAIN, I SHALL DRAW THE POWER IN... *CONTAIN* IT... SEAL IT UP SAFELY WITHIN THE DEPTHS OF MY BEING!

SEAL UP THE POWER-- GOD'S MIGHT IN A CAN! THUS, DOOM IS JUST ANOTHER MAN!

BUT *WHY?*

LEST IN A CARELESS MOMENT, A CASUAL FLICK OF MY LITTLE FINGER MIGHT BLACKEN A STAR SYSTEM, OR WIPE OUT AN INTERGALACTIC CIVILIZATION. LEST, LIKE VISHNU, "I AM BECOME DEATH, THE DESTROYER OF WORLDS."

THIS UNIVERSE IS TOO FRAGILE!

SUCH POWER! SUCH WEIGHT UPON YOUR SHOULDERS! POOR DOOM!

BUT THE POWER IS BOTTLED UP! NOW ALL THE PEOPLE ON ALL THE WORLDS CAN BREATHE EASY AND RELAX ...AND SO CAN DOOM!

YES... NOW THAT MY ENEMIES ARE DEAD...

ARE YOU SURE THEY'RE DEAD?

I MEAN, THAT'S WHAT YOU *SAID*, ED, ED... BUT...

OF COURSE THEY'RE DEAD! THEY *MUST* BE DEAD!

MEANWHILE, SEVERAL MILLION MILES AWAY, A SIX-SQUARE-MILE CHUNK OF EARTH HURTLES THROUGH SPACE.

*ABOUT A WEEK AGO, THIS SUBURB OF DENVER, COLORADO WAS STOLEN FROM THE EARTH AND TRANSPORTED TRILLIONS OF MILES TO BECOME PART OF THE PATCHWORK PLANET BELOW, ASSEMBLED BY THE BEYONDER AS A **BATTLEWORLD**.*

BUT, HOURS AGO, IT WAS RIPPED FROM THE BATTLE-PLANET BY THE AWESOME POWER OF THE MOLECULE MAN--

--WHO MEANS TO TAKE IT HOME!

*IN THE MODEST APARTMENT OF ONE MARSHA ROSENBERG, ALSO KNOWN AS **VOLCANA**, WHERE CURRENTLY A WHO'S WHO OF SUPER CRIMINALS RESIDES--*

*--THE EXQUISITE **ENCHANTRESS**, SUPREME SORCERESS OF ASGARD, LOCKS HERSELF IN THE BATHROOM...*

HOW CONVENIENT THAT THE MOLECULE MAN MADE THIS MORTAL CONTRIVANCE WORK AGAIN!

ARISE, ELEMENTAL!

OKAY, OKAY...

I REQUIRE INFORMATION TO PLAN MY NEXT MOVE! FIRST, LITTLE ONE...TELL ME WHAT YOU KNOW OF THE *BEYONDER!*

TOUGH QUESTION! WOWIE! IF I ANSWER, WILL YOU GRANT ME POWER TO WALK THROUGH FIELDS OF FLOWERS AS MORTALS DO?

ANSWER, OR I WILL FREEZE YOU SOLID, AND...

OKAY, OKAY!

WELL, I WAS GOSSIPING WITH OTHERWORLD SPIRIT-ESSENCES A LITTLE--SOME OF THEM KNOW JUST ABOUT *EVERYTHING*-- AND THIS IS WHAT I HEARD...

IN HIS REALM, THE BEYONDER WAS EVERYTHING AND EVERYTHING WAS HIM...AND HE WAS CONTENT! BUT, BY CHANCE, AN *EVENT* IN OUR UNIVERSE OPENED A PINHOLE INTO HIS BEYOND-REALM-- AND THROUGH THE PINHOLE HE GLIMPSED THE EARTH!

FOR THE FIRST TIME IN HIS EXISTENCE HE BECAME *CURIOUS!* SO, HE BEGAN TO OBSERVE! FOR YEARS, HE WATCHED THE EARTH!

ONE THING CONFOUNDED HIM ABOVE ALL ELSE-- THIS *INCOMPLETENESS* BEINGS OF OUR UNIVERSE SEEMED TO HAVE--THIS THING CALLED...*DESIRE!*

HE SET ABOUT TO *STUDY* IT! HE SOUGHT *SUBJECTS!* HIS EYE, NATURALLY WAS CAUGHT BY BEINGS OF GREAT POWER, PRESENCE... AND PALPABLE DESIRE!

LIKE *YOU*, MIGHTY ENCHANTRESS!

"SO HE REACHED RIGHT INTO THE VERY GOLDEN REALM OF THE GODS AND *SNATCHED* YOU RIGHT IN THE MIDDLE OF AN EVIL SCHEME TO CONQUER ASGARD AND SEDUCE NOBLE THOR--!"

TELL ME MORE OF WHAT I DO *NOT* KNOW, SPIRIT...OR SUFFER A RATHER...ARID FATE!

OKAY, OKAY!

THE BEYONDER CHOSE ONLY A HANDFUL OF BEINGS FROM AMONG HUNDREDS HE'D OBSERVED -- LIKE CANDIES FROM A TRAY!

SOME HE SIMPLY SEIZED... SOME HE MERELY OPENED THE DOOR FOR-- AND THEY CAME OF THEIR OWN FREE WILL!

THOSE ONES, I HEARD, REALLY PUZZLED HIM--I MEAN, CAN YOU IMAGINE A TOTAL OUTSIDER TRYING TO MAKE SENSE OF THE WAY SUPER HEROES BEHAVE?

ONCE HE *HAD* HIS SUBJECTS, HE SORTED THEM ACCORDING TO THE NATURE OF THEIR DESIRES! THAT'S WHY ***MAGNETO*** ENDED UP WITH CAPTAIN AMERICA'S GROUP! HIS DESIRES ***SEEMED*** LIKED THEIRS... AND UNLIKE THE ***PERSONAL*** DESIRES OF THE OTHER... UM... FOLKS LIKE YOU...

"SO, ANYWAY THE BEYONDER BEGAN HIS EXPERIMENT BY ISSUING HIS CHALLENGE..."

...SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS!

"SURE ENOUGH, WAR BROKE OUT...

"BUT, WHILE EVERYONE ELSE WAS FIGHTING ON THE PLANET BELOW, DOCTOR DOOM MANAGED TO GET INTO THE BEYONDER'S REALM, WHERE HE ATTACKED THE BEYONDER HIMSELF!"

AND... DOOM WON...

RIGHT... AND STOLE AWAY THE BEYONDER'S POWER!

NOT LONG AFTER THAT, THE MOLECULE MAN DECIDED TO RIP THIS CHUNK UP AND FLY IT AND EVERYBODY ON IT BACK TO EARTH! AND HERE WE ARE! TA-DA! THE END!

MAY I GO DOWN THE DRAIN NOW, PLEASE?

YOU HAVE RAPPORT WITH EVERY PUDDLE, BASIN OF WATER, EVERY CLOUD... TELL ME, WHAT TRANSPIRES BACK 'PON BATTLE-WORLD NOW!

WHAT? ARE YOU FLIPPED? I CAN'T DO THAT!

WHY, YOU BRASH LITTLE STRUMPET--!

MERCY! I--I JUST DON'T HAVE THE *POWER* TO REACH THAT FAR--!

OH, I'LL GIVE YOU POWER, IMPUDENT ONE!

THE WATER IN THE TUB BEGINS TO CHURN AND BOIL--

--AND IN THE SEETHING LIQUID, IMAGES TAKE SHAPE. THE EYES OF THE ENCHANTRESS WIDEN AS EVENTS OF THE RECENT PAST ARE REVEALED...

SHE WITNESSES THE CATACLYSMIC DESTRUCTION OF THE HEROES -- EVEN NOBLE THOR, PRINCE OF THE GODS OF HER HOMELAND, ASGARD...

RELAXING IN HIS SANCTUM EVEN NOW, SHE SEES THE NIGH-OMNIPOTENT DOOM, WHO SO EFFORTLESSLY CAUSED THAT SUDDEN SLAUGHTER...

AND, SHE COAXES FORTH AN IMAGE WHICH SHOWS HIS NEXT GOAL -- INVADING THE REALM OF THE DREAD DEMON, MEPHISTO, TO FREE HIS MOTHER'S CAPTIVE SPIRIT...

A SHUDDER ROLLS DOWN HER SPINE...

HEY, DIDJA *FALL IN*?! ANY TIME THIS WEEK, 'CHANTRESS!

SOME OF US AIN'T IMMORTAL, YA KNOW!

THWAM! THWAM!

PATIENCE, ABSORBING MAN--! A FEW MOMENTS MORE!

ONE MORE QUESTION -- IS THE BEYONDER *DEAD*?

N-NO... HE IS CLOSE BY DOOM, BUT TOO WEAK TO ACT... HE IS HIDING WHERE DOOM WOULD NEVER SUSPECT, AWAITING AN OPPORTUNITY... A MOMENT OF VULNERABILITY.

SECONDS LATER...

IT'S ABOUT TIME!

I COULD HAVE SWORN I HEARD HER TALKIN' TO SOMEBODY IN THERE...

...AN' SHE LOOKS DIFFERENT THAN USUAL... *SCARED* MAYBE! I WONDER WHAT OF?

HUH! WOMEN--!

AT THAT MOMENT, IN THE LIVING ROOM...

RRAWRR!

OUT! LIZARD WANTSS OUT OF THISS HUMANSS' NESST! MUSST BE IN SSWAMP! LIZARD *HATES* HUMANSS!

HE'S FLIPPING OUT!

SO LET'S *KILL* THAT OVERGROWN SALAMANDER!

NO! LEAVE HIM ALONE!

VOLCANA--! GEEZ, WATCH IT, WILLYA?

YOU *WRECKING CREW* GUYS BETTER "WATCH IT"! THE LIZARD DOESN'T MEAN ANY HARM! HE'S JUST... CONFUSED!

POOR BABY! NOBODY UNDERSTANDS YOU, DO THEY? WELL, DON'T YOU WORRY, WE'LL BE HOME SOON!

"SOON?"

SUCH *IDIOCY--!* DON'T YOU FOOLS REALIZE THE ODDS AGAINST US EVER REACHING EARTH? AN *ANT* DROPPED IN THE MIDDLE OF THE SAHARA WOULD STAND A BETTER CHANCE OF GETTING TO HAWAII!

IF, BY SOME MIRACLE, WE'RE HEADED IN THE RIGHT DIRECTION, IT'D TAKE US A BILLION LIFE-TIMES TO MAKE THE TRIP FROM HERE!

OWIE WILL GET US HOME! WHY CAN'T YOU JUST HAVE *FAITH*, OCTOPUS?

FAITH?! IN THAT-- THAT LITTLE...!

RAK-KRASH!

WHAT'S THE PROBLEM HERE?

THE *MOLECULE MAN!* HOW ON...EARTH...

OWIE! WHERE HAVE YOU BEEN, DARLING?

OUT PRACTICING MATTER-ENERGY CONVERSION! IT'S LIKE DOOM SAID--I CAN DO *ANYTHING!*

ARE YOU...UPSET ABOUT SOMETHING, DOCTOR OCTOPUS?

UPSET? OH, *YES!* BECAUSE I'D RATHER TAKE MY CHANCES ON BATTLEWORLD THAN DIE OF OLD AGE ON THIS ROCK WHILE WANDERING BLINDLY, ENDLESSLY THROUGH SPACE!

DON'T YOU UNDERSTAND--? EVEN TRAVELLING NEAR LIGHTSPEED, IT'D TAKE US BILLIONS OF YEARS TO REACH EARTH! WE'VE ONLY GONE A FEW MILLION MILES SO FAR--WE'RE NOT EVEN OUT OF SIGHT OF BATTLEWORLD!

TRUE, BUT, REALLY, I *CAN* GET US HOME!

IMPOSSIBLE! AND YOU KNOW IT!

LOOK, I'LL *SHOW* YOU I CAN, IF YOU GIVE ME A CHANCE!

SHOW ME? SHOW ME WHAT?

COME, VOLCANA...

YOU'LL SEE!

COME WITH ME...YOU CANNOT RESIST...

I'D BETTER "SEE"...

HONEST, DOCTOR OCTOPUS, YOU WILL!

VOLCANA...?

MOMENTS LATER, IN A NEARBY GLEN...

HUH? HOW DID I GET HERE?

I SUMMONED YOU!

THE TIME HAS COME TO REPAY THE *DEBT* YOU OWE ME! WE MADE A BARGAIN, REMEMBER? YOU WISHED TO BE TRANSPORTED TO YOUR LOVER'S SIDE-- AND YOU OFFERED ME..."ANY-THING" IN RETURN!*

NOW I HAVE NEED...

*SEE ISSUE# 7.

...FOR I HAVE LEARNED THAT THE FATES OF ALL BEINGS-- GODS, MEN, AND DEMONS ALIKE ARE IMPERILED AT THIS MOMENT! I MUST RETURN TO ASGARD IMMEDIATELY TO WARN MY PEOPLE!

BUT, THE DISTANCE IS TOO GREAT! I NEED MORE *POWER* TO TELEPORT SO FAR! DRAINING YOUR *LIFE-FORCE* SHALL AFFORD ME THAT POWER-- AND, OF COURSE, KILL YOU!

NO-OOO!

A MYSTIC COVENANT IS BINDING! YOU CANNOT RESIST! PREPARE TO DIE, SOW!

ELSEWHERE...

THERE, OCTOPUS! LOOK!

LOOK AT WHAT? THE SKY? WHAT'S THE...

WAIT A MINUTE! THERE ARE *STARS--!*

B-BUT...THE BEYONDER *DESTROYED* ALL THE STARS!

RIGHT! AND I JUST RECONSTRUCTED 'EM AND RE-IGNITED 'EM! IT WAS EASY! I CAN DO *ANYTHING* WITH MATTER AND ENERGY!

I'M LEARNING HOW TO DO SPACEWARPS, TOO! THAT'S HOW I POPPED INTO MARSHA'S LIVING ROOM SO SUDDENLY BEFORE! WITH JUST A *LITTLE* MORE PRACTICE...

NO... NO... *NO!*

NO! YOU'RE LYING! IT CAN'T BE TRUE!

R-R-R-R-A-K-K!

HEY--!

ADMIT IT, YOU LITTLE WORM-- IT'S A TRICK!

WHOA! HOLD IT, OCTOPUS! TAKE IT EASY!

NO ONE MAKES A FOOL OF ME! I'LL KILL YOU!

THAT DOES IT!

YOU'RE NOT A WELL MAN, DOCTOR OCTOPUS! AS SOON AS WE GET BACK, I'M GOING TO DELIVER YOU--GIFT-WRAPPED-- TO THE AUTHORITIES! WITH ANY LUCK, THEY'LL PUT YOU INTO A NICE INSTITUTION FOR THE CRIMINALLY INSANE!

IT'S REALLY FOR YOUR OWN GOOD! YOU KNOW, A GOOD THERAPIST CAN WORK WONDERS!

ISN'T THAT RIGHT MARSHA?

SHE ISS GONE! THE WITCH-WOMAN HASS TAKEN HER!

THE ENCHANTRESS--? *TOOK* HER?

I KNOW THE TASSTE OF HER SSCENT! THE LIZARD WILL HELP YOU SSEARCH FOR HER!

MEANWHILE...

H-HOW CAN YOU DO THIS TO ME? HOW CAN YOU BE SO CRUEL?

CRUEL--? NAY, BLOATED ONE, YOUR LIFE IS FORFEIT IN A *NOBLE CAUSE!* DOOM MEANS TO INVADE MEPHISTO'S REALM--AND THEN, WHO KNOWS? GOLDEN ASGARD ITSELF MAY BE NEXT!

I AM NO ALMSGIVER-- STILL, I AM AN ASGARDIAN! I HAVE A DUTY TO MY KIND, TO ALL-FATHER ODIN, AND INDEED, TO LIFE ITSELF!

THY TIME HAS COME, VOLCANA!

SUDDENLY...

STOP! STOP THAT!

BY THE NORNS--! NO!

GET HER, LIZARD!

OWWW!

GRAWRR!

IDIOTS! YOU KNOW NOT WHAT YOU DO! I MUST AWAY--TO THE ONLY PLACE WITHIN REACH!

SHE'S TELEPORTING AWAY! OWIE STOP HER!

TOO LATE!

LIZARD! STOP--! DON'T--!

ENCHANTRESS TRIED TO HURT VOLCANA! SHE MUSST DIE!

SPLIT-SECONDS LATER, ON BATTLEWORLD!

RRAWRR!

FAFNIR'S TEETH--!

AHHHHH!

MY FACE--! MY FACE!

CURSE YOU, VERMIN!

WHRAK!

RESTORING MY BEAUTY WILL COST ME *DEARLY* IN PAIN AND SORCEROUS POWER! BUT THIS AFFRONT SHALL COST YOU DEARLY, AS WELL--!

I *NEED* NO COVENANT, NO CONSENT, TO RIP AWAY THE LIFE-FORCE OF A LOWER CREATURE! YOUR BASE EXISTENCE IS *FORFEIT!*

'TIS DONE! MAY THE DUST OF YOUR ROTTING CORPSE CURSE THE GROUND IT TOUCHES!

AND MAY THE VILE ENERGIES OF YOUR LIFE-FORCE PROVE TO BE ENOW--! IT IS...UNCERTAIN... YET I MUST TRY!

TO *ASGARD* THEN-- OR PERHAPS, TO DEATH IN THE ICY VOID! ODIN HELP ME...*

AT THAT MOMENT, IN THE TOWER OF DOOM, THE MASTER DOZES...

...AND THE SERVANT...?

AHHH!

KLAW! I NEARLY FELL ASLEEP!

OH...?

I TOLD YOU NOT TO LET ME FALL ASLEEP! DON'T YOU REALIZE WHAT MIGHT HAPPEN IF I SLEPT? THE *POWER* MIGHT RISE...

CONTROLLED ONLY BY MY SUBCONSCIOUS-- MY DREAMS--IT MIGHT THROW ALL REALITY INTO CHAOS, OR EVEN CAUSE THE DESTRUCTION OF THE UNIVERSE!

OR, MAYBE YOU'D EVEN ACCIDENTALLY REVIVE THE HEROES!

THAT COULD HAPPEN, COULDN'T IT? IT'S NOT BEYOND YOUR POWER, OWER, OWER.....IS IT?

NO... NOT YET...

SPEAK NO MORE OF THEM, KLAW! THEY ARE *DEAD!*

IF YOU DIDN'T RE-CREATE THEM SOME-WHERE ALONG THE LINE-- WITHOUT REALIZING IT!

I DID *NOT!* I AM IN FULL CONTROL OF THE POWER! I KNOW WHAT I HAVE DONE... AND WHOM I HAVE UNDONE!

HMMM... THERE'S *ANOTHER* WAY...

ANOTHER WAY THEY MIGHT YET LIVE? AND JUST WHAT IS IT, PRAY TELL?

WELL, THEY COULD--WAIT! I, KLAW, MASTER OF SOUND, CAN MAKE *3-D* IMAGES FROM SOLIDIFIED SOUND-ENERGY! I'LL USE THEM TO ACT IT OUT FOR YOU, IT'LL BE A *PLAY,* AY, AY!

VERY WELL... GO ON!

BEHOLD! THE HEALER ZSAJI SEES THE AFTERMATH OF DESTRUCTION!

HOPPING A CAB, OR WHAT PASSES FOR ONE IN HER CULTURE, SHE RUSHES TO THE SCENE--

"-- WHERE SHE FINDS THE GORY REMAINS OF THE BODIES OF THE VICTIMS!"

"STRAINING HER HEALING POWER TO ITS UTMOST--IT'S REALLY JUST A MATTER OF MOVING ENERGY, YOU KNOW-- SHE FEEDS LIFE-FORCE INTO EACH TATTERED PIECE OF CARRION SHE FINDS,,,

"ALL SHE CAN ACCOMPLISH IS TO PUT INTO STASIS THE CELLULAR-LEVEL LIFE WHICH LINGERS...PRESERVING THE VICTIMS AT THE GREY FRINGES OF UTTER NON-EXISTENCE!

FINALLY, SHE DISCOVERS THE BODY OF HER LOVER, COLOSSUS--IRRETRIEVABLY DEAD BY NORMAL, HUMAN STANDARDS--YET LESS DAMAGED THAN THE REST! YOU SEE, CAPTAIN AMERICA *WARNED* HIM THAT A BOLT FROM THE BLUE MIGHT STRIKE THEM ALL DEAD--

--SO HE INSTINCTIVELY SHIFTED INTO HIS *ARMORED* FORM AT THE LAST INSTANT! SHE POURS HER ENERGY INTO HIM--

--AND SUCCEEDS IN BRINGING HIM BACK FROM THE VERY THRESH-HOLD OF ULTIMATE DEATH!

MADE WHOLE AGAIN, HE OPENS HIS EYES TO SEE HIS BELOVED ZSAJI BREATHE HER LAST! DRAINED OF EVERY IOTA OF HER LIFE-FORCE, NOW... SHE DIES IN HIS ARMS!

HE WEEPS..

BUT NOT FOR LONG! THOUGH GRIEF-STRICKEN, HE KNOWS WHAT HE MUST DO! HE LOCATES THE CORPSE OF REED RICHARDS -- *MISTER FANTASTIC!* RICHARDS' BODY, LIKE COLOSSUS,' IS LESS SHREDDED THAN THE REST, DUE TO ITS ELASTIC NATURE!

HE TAKES WHAT THERE IS OF IT TO THE FORTRESS'S MEDICAL CHAMBERS, WHERE THE HEALING MACHINES ARE! HE'S *SEEN* RICHARDS OPERATE THEM -- AND HE MANAGES TO MAKE ONE WORK!

THUS, REED RICHARDS IS RESTORED!

WORKING FEVERISHLY, RICHARDS USES THE ALIEN TECHNOLOGY OF THE FORTRESS TO INVENT AND BUILD A MASSIVE CELL-REGENERATION DEVICE! USING IT, HE TRIES TO SAVE HIS COMRADES --

-- AND SUCCEEDS!

AND THEY'RE ON THEIR WAY HERE RIGHT NOW! THE END... MAYBE!

ABSURD! THAT COULDN'T HAPPEN! THE ODDS ARE IMPOSSIBLE!

PERHAPS... BUT MAYBE YOU SORT OF... HELPED THINGS ALONG...

MAYBE YOU SECRETLY, SUBCONSCIOUSLY *WANTED* THEM TO SURVIVE... TO RISE FROM THE ASHES AND LIVE AGAIN!

YOU SPEAK MADNESS, KLAW!

OH? WHY DIDN'T YOU COMPLETELY *ATOMIZE* THEM, THEN? THE OLD BLOW-EM-APART-WITH-A-BOLT-FROM-THE BLUE TRICK SUITS YOUR FLAIR FOR THE DRAMATIC, BUT THERE MUST BE DOZENS OF SURER WAYS TO KILL THEM!

I KILLED THEM SURELY ENOUGH! THE MAD SCENARIO YOU SUGGEST IS SHEER NONSENSE!

THERE'S AN EASY WAY TO MAKE SURE! JUST TURN THE POWER *ON* AGAIN AND USE YOUR GODLIKE OMNISCIENCE TO CHECK ON THEM!

ALL RIGHT, I *WILL!*

GO AHEAD, DOOM! DO IT! GO *AHEAD!*

CURSE YOU, KLAW! NOW THAT YOU'VE TOLD ME YOUR WRETCHED TALE, I MAY *MAKE* IT COME TRUE IF I LET THE POWER RISE! MY MEREST STRAY THOUGHT-- THE SLIGHTEST *DOUBT* MIGHT ALTER REALITY!

BUT IF I DO NOT LET THE POWER RISE AND REFRESH MYSELF, EVENTUALLY I SHALL GROW WEARY... AND FALL *ASLEEP!* AND THEN...?

THIS IS MADNESS! I I MUST DRIVE THESE THOUGHTS, THESE DOUBTS, FROM MY MIND! THEY ARE DEAD! DEAD! *DEAD!*

AND YET... HOW MANY TIMES IN THE PAST HAVE I THOUGHT THAT REED RICHARDS WAS DEAD?

AND, IF THERE WERE ONE MAN WHO MIGHT OVERCOME THE ODDS... IS IT NOT CAPTAIN AMERICA?

NO... *NO!*

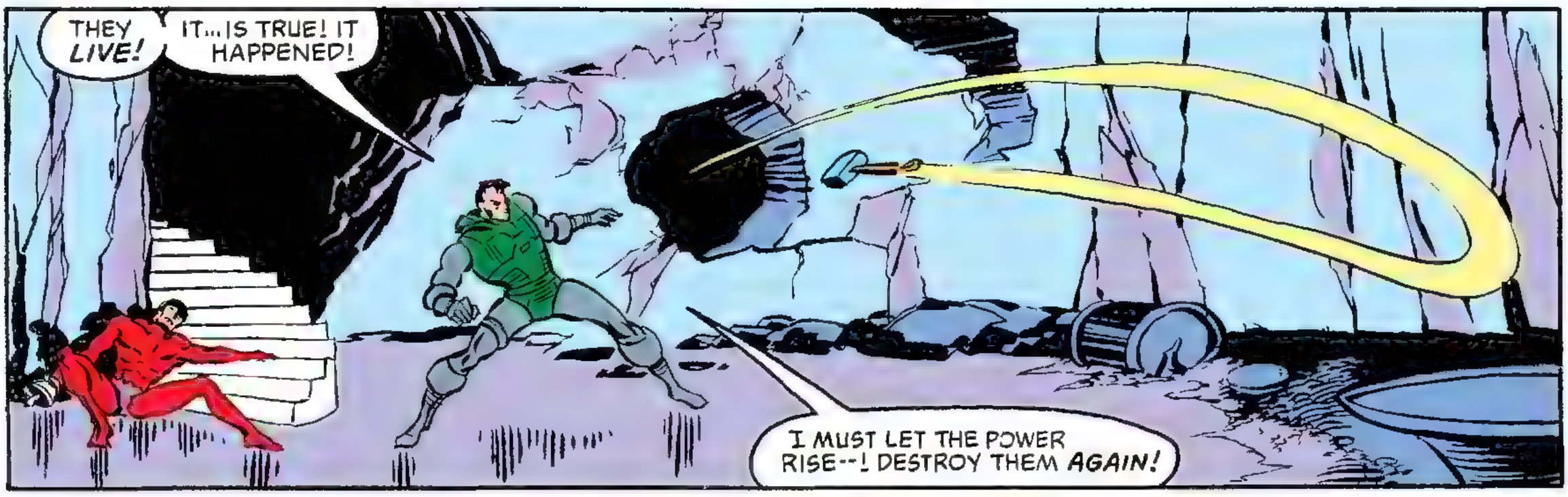
THEY ARE DEAD!

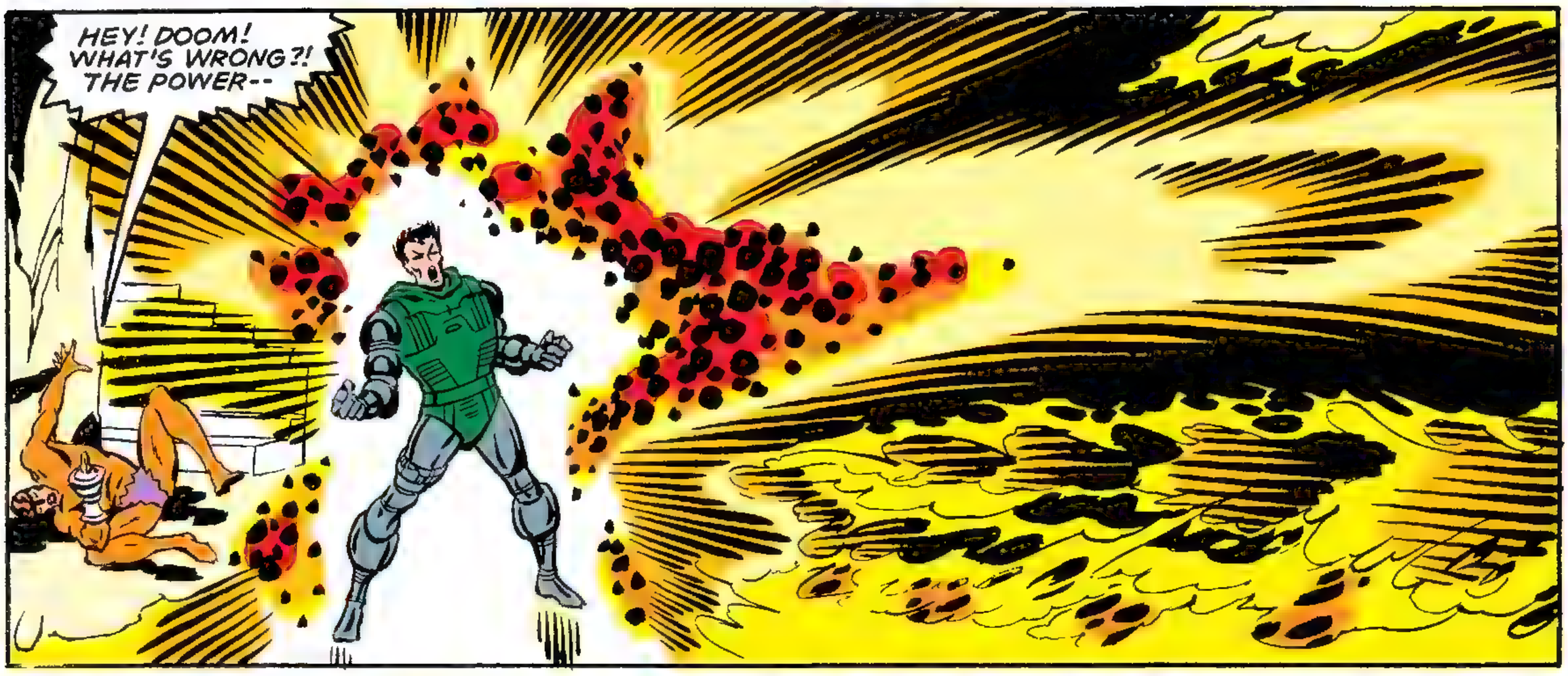
BOOOM!

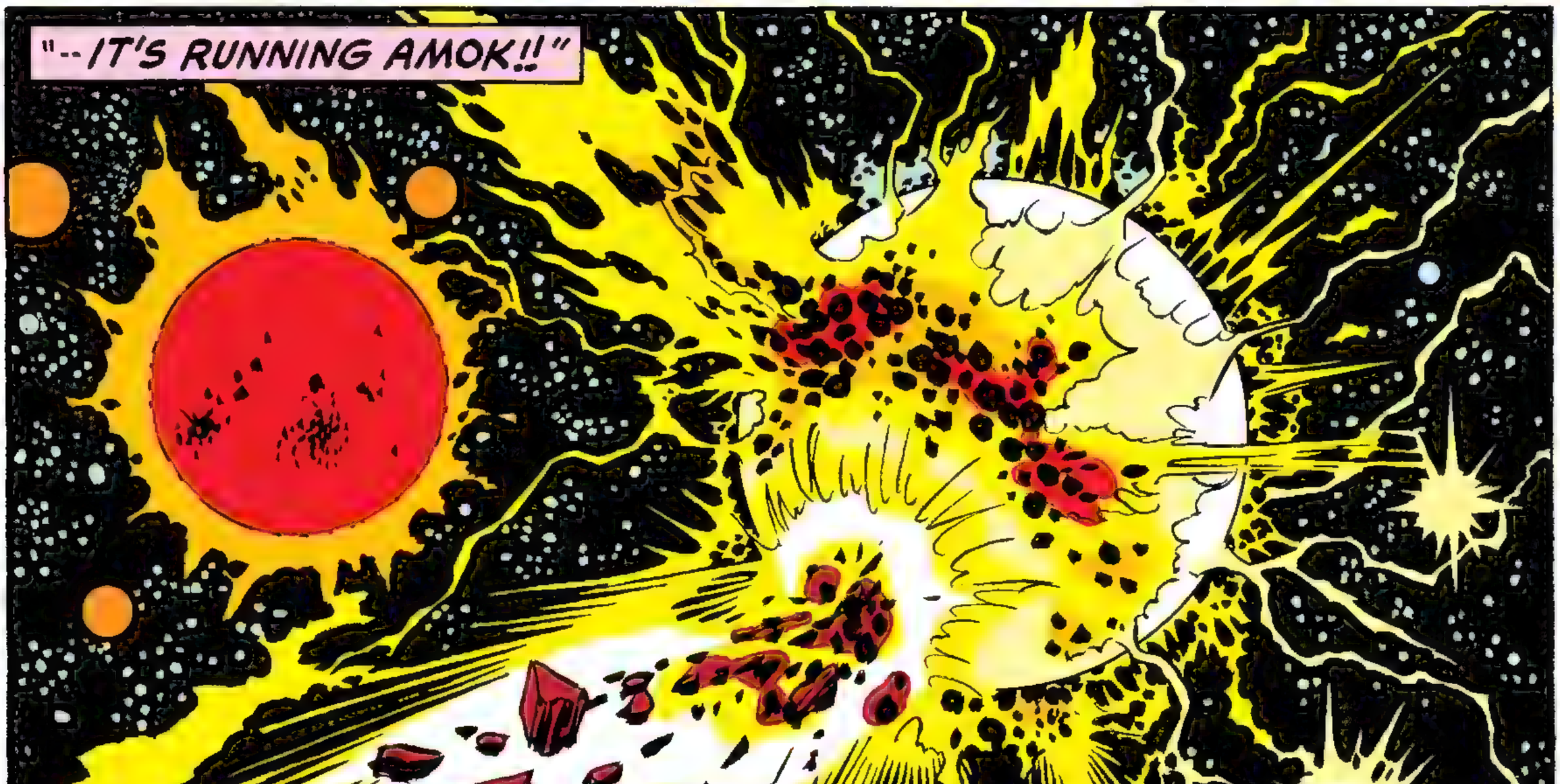
KA-BOOM!

THEN, AGAIN...

THE HAMMER OF THOR!


THEY LIVE!
IT...IS TRUE! IT HAPPENED!
I MUST LET THE POWER RISE--! DESTROY THEM AGAIN!


HEY! DOOM! WHAT'S WRONG?! THE POWER--


"--IT'S RUNNING AMOK!!"

CLOSE... VERY CLOSE! I NEARLY DESTROYED ALL REALITY, KLAW! THE POWER RAN WILD--! I--I WAS BARELY ABLE TO REIN IT IN!

MY MIND IS CHURNING ...THOUGHTS RACING-- MAKING IT DIFFICULT TO GOVERN THE POWER!

Y-YOU NEED TO CALM DOWN ...*RELAX!*

HEY! I'VE GOT AN IDEA! *I'LL* DESTROY THE HEROES FOR YOU!

YOU?

JUST GIVE ME SOME OF YOUR POWER, AND I WILL DO IT! IN THE MEANTIME YOU CAN, YOU KNOW... TAKE IT EASY!

VERY WELL.

TOUCH MY HAND.

OH, *BOY!*

MORE! *MORE!*

ENOUGH!

I HAVE GIVEN YOU AN INFINITESIMAL MICRO-FRACTION OF MY STRENGTH-- ENOUGH TO BLACKEN TEN THOUSAND SUNS--FAR MORE THAN ENOUGH TO SLAY... THEM!

GO, THEN! FIGHT--! WHILE ONCE AGAIN, I CONTAIN THE POWER... AND COMPOSE MYSELF!

AT THAT MOMENT, OUTSIDE...

JUDGING FROM THE IN-CREDIBLE UPHEAVAL WE JUST SAW, *THAT* GOT DOOM'S ATTENTION, THOR! HIT HIM AGAIN, QUICK!

EVERYONE--! *ATTACK!!*

UH-OH, GUYS! MY SPIDER-SENSE JUST KICKED INTO OVERDRIVE! SOMETHING *AWESOMELY* DANGEROUS THIS WAY COMES!

LOOK ALIVE, EVERYONE! BE READY FOR *ANYTHING!*

SUDDENLY...

GRRRAAGH!

WHERE INNA BLUE BLAZES DID ... *THAT* COME FROM?!

JUST *HIT* IT! *FAST! HARD!*

HEE, HEE! THIS IS WONDERFUL! INSTEAD OF JUST SOUND IMAGES, NOW I CAN CREATE *REAL* THINGS!

I'LL MAKE AN *ARMY* OF WEIRD CREATURES! AH, BUT *FIRST*, IRST, IRST...

THERE! *ULTRON* IS ALIVE AGAIN! AS ALIVE AS ROBOTS GET ANYWAY!

ULTIE, BABY, YOU USED TO BE DOOM'S BODYGUARD--! WELL, I'VE GIVEN YOU A *PROMOTION* TO CAPTAIN OF DOOM'S ARMY! YOUR MISSION IS TO WIPE OUT THE ATTACKING HEROES!

YOUR ARMY WILL BE ALONG ANY MINUTE--BUT YOU CAN GO AHEAD AN' START WITHOUT 'EM!

ULTRON NEEDS NO ARMY!!

MAYBE NOT, BUT YOU'LL HAVE ONE ANYWAY! *BOY* WILL YOU HAVE ONE! HEE, HEE, HEE!

C'MERE, UGLY! I'M GONNA RAM YER HEAD UP YER TAILPIPE, AN'--

HEY! WHAT'S GOING *ON*? I-- I'M LOSIN' MY *STRENGTH!*

OH, NO! I'M CHANGIN' BACK TO *HUMAN*-- BACK TO BEN GRIMM! OH, *NO!*

GET *OUT* OF HERE, THING! RUN! I'LL HOLD THIS CREATURE OFF! HURRY!

NO! *NO!* THIS CAN'T HAPPEN NOW! I WON'T LET IT! *I AIN'T GONNA LET IT!*

KA-THOOM!

YOU--YOU *DID* IT! YOU REVERSED THE CHANGE! I DIDN'T THINK YOU COULD DO THAT!

I COULDN'T, BEFORE! BUT I JUST DID IT!

EVER SINCE I CAME TO THIS PLANET, I BEEN FLIP-FLOPPIN' WITHOUT WANTING TO! SOMETHIN' ABOUT HERE MUST MAKE THAT POSSI-BLE! BUT WHATEVER IT IS--

--I CAN *CONTROL* IT NOW! I CAN FEEL IT! I *KNOW* IT!

LORDIE, LOOKIT ME! I'M CRYIN' LIKE A BABY!

BEN, I-- I DON'T KNOW WHAT TO SAY...

JUST KEEP CLOBBERIN', LADY!

ELSEWHERE...

KA-BLANG!

YOU WERE A WALKING JUNKPILE, ROBOT--

--BUT NOW YOU'RE JUST *JUNK!* NOTHING COULD SURVIVE A PUNCH LIKE THAT!

UNBELIEVABLE! YOU HAVE *DAMAGED* ULTRON-- BUT NOT NEARLY ENOUGH!

ARRHHH!

MY LEG!

HANG ON, GREENSKIN! HERE COMES THE CAVALRY! WE'LL BUST THIS CLOWN UP FOR YOU IN NO TIME!

NO! CAREFUL! DON'T GRAPPLE WITH HIM-- HE'S TOO STRONG!

YEOW!

NOW SHE TELLS US!

STUPID ORGANICS! MY NEXT BEAM WILL *VAPORIZE* YOU!

NOW-- *SKRRAWWK!*

HEY! HE BLEW UP!

WHAT A BREAK! HIS *WARRANTY* MUST HAVE JUST NOW EXPIRED!

DON'T BE SILLY! IT WAS JUST PRETTY LITTLE ME!

THE *WASP!*

I GOT INSIDE THROUGH THE SPACE CREATED WHEN THE HULK DENTED ULTIE A LITTLE AND JUST STARTED YANKING WIRES!

ALL *RIGHT!*

HEADS UP!

WE AIN'T OUT OF THE WOODS YET! IN FACT I THINK THERE'S *MORE* OF THESE THINGS!

THOOM!

THIS IS *HOPELESS!* WE'LL NEVER WIN, UNLESS I CAN GET PAST THESE CATSPAWS--

--AND CARRY THE FIGHT TO *DOOM*, HIMSELF!

CAPTAIN AMERICA!

I KNOW WHAT YOU'RE THINKING--BUT YOU'LL NEVER PASS ME!

I, KLAW, WIELD POWER BEYOND YOUR IMAGINING NOW! *KLAW*, AW, AW... THE *MIGHTY!* HEE, HEE, HA, HA, HA!

POWER DOESN'T IMPRESS ME! OUT OF MY WAY, KLAW!

WHOK!

OHH!

PERFECT, ERFECT, ERFECT...

SECONDS LATER, DEEP WITHIN THE TOWER...

DOOM!

AH... CAPTAIN AMERICA!

IF ONE AMONG YOUR GROUP COULD GET THIS FAR, IT WOULD, OF COURSE, BE YOU!

IT DOES NOT MATTER, OF COURSE, THAT YOU HAVE WON YOUR WAY IN HERE! THERE IS NOTHING YOU CAN DO TO HARM ME... NO WAY IN ALL THE INFINITE UNIVERSE THAT A MERE MORTAL COULD CONQUER ONE WHO IS... *OMNIPOTENT!*

I WOULDN'T BE TOO SURE ABOUT THAT! AFTER ALL...*YOU* CONQUERED THE BEYONDER!

AND WHY WOULD YOU HAVE GONE THROUGH THE TROUBLE OF KILLING US IN THE FIRST PLACE, UNLESS...YOU WERE AFRAID!

ENOUGH!

YOU SHALL NOT CONQUER ME! *BEHOLD!* I LET THE INFINITE POWER, THE POWER WHICH MAKES ME SUPREME AND INVINCIBLE, *RISE--*

--AND LET THE UNIVERSE BEWARE..!

PERFECT! HEE, HEE!

DIE, AVENGER!

KRAK-KOOM!

HE'S *ATOMIZED!* GONE FOREVER!

IT IS *FINISHED!* *OVER!*

NOW, NOW I MUST CALM THE RAGING STORM IN MY SOUL--! BRING ORDER TO MY THOUGHTS--LEST THE RANDOM SPILLAGE OF POWER COSMIC CAUSED BY MY INNER UNREST--

--CAUSE THE UNTHINKABLE!

OH... NO...

NO!

YOU--YOU *MUST* DIE--AND *STAY DEAD!*

DIE!

NO! NO... NO... NO-O-O!

THIS IS IT, DOOM--!

NO-O-O-O-O-O!

HE CRUMBLED... WITHOUT BEING TOUCHED!

I THINK HE'S FIGHTING ANOTHER BATTLE *INSIDE*-- TO CONTROL HIS ENDLESS POWER!

HAS MY WINNING *THIS* FIGHT--

"--MEANT THAT THE LOSER OF HIS INNER CONFLICT--"

"--IS THE *UNIVERSE*?!"

DOOM! LISTEN TO ME! YOU'RE LOSING TOUCH WITH REALITY! YOU--YOU NEED AN *ANCHOR*--!

LET ME HELP YOU!

PLEASE, DOOM... BEFORE IT'S TOO LATE!

TOO LATE? NO, NO, NO--! THE TIME, IME, IME, IS *JUST* RIGHT!

A STRANGE GLOW RISES IN KLAW'S EYES...

AND THEN, EERILY, SILENTLY, THE SHIMMERING RADIANCE WHICH IS ALL THAT REMAINS OF THE ONCE-OMNIPOTENT BEYONDER ISSUES FORTH...

WITH SAVAGE SUDDENNESS, THE BEYONDER RECLAIMS HIS POWER!

DOOM! DOOM! FORGIVE ME, DOOM! THE BEYONDER, HE TOOK OVER MY BODY--! HE USED MY GUILE, MY WITS, MY CUNNING TO ENGINEER THIS!

I SET YOU UP FOR THIS! DOOM--! I'M SO SORRY!

OH, NO! HE'S CHANGING YOU BACK--BACK TO AS YOU WERE BEFORE!

THAT MEANS... YOUR FACE--! OH, NO!

OUT OF MY WAY, STUPID!

I MUST BE WITH MY MASTER!

EEYAHHH!

THEY--THEY'RE GONE! KLAW...DOOM... AND THE BEYONDER!

GONE!

SOON...

WE DROVE KLAW'S CREATURES AWAY, CAP... AND EVERYONE'S ALL RIGHT! WHAT HAPPENED IN THERE?

FOR THE MOMENT, LET'S JUST SAY... IT'S OVER! I'LL TELL YOU THE WHOLE STORY LATER!

RIGHT NOW, LET'S GET BACK TO DOOMBASE --

"--WHERE WE HAVE SOME IMPORTANT BUSINESS!"

ZSAJI

COLOSSUS? ARE YOU COMING?

ZSAJI

PLEASE, MEIN FREUND..! THERE IS NOTHING MORE...

COOL IT, NIGHTCRAWLER! LEAVE HIM ALONE!

SOON, INSIDE DOOMBASE...

I'VE GOT A *LOT* OF WORK TO DO IN THE LAB IF I'M GOING TO FIND A WAY TO GET US HOME, CAP! FOR A WHILE, EVERYONE ELSE MIGHT AS WELL JUST RELAX!

YOU HEARD THE MAN, EVERYBODY! FREE TIME!

HOO-RAY! I'M STARVED! I'M GOING TO FIND ME A SNACK!

SOON...

AH! HERE'S THE GOOD OL' PANTRY! ALIEN FOOD NEVER LOOKED SO...WELL, EDIBLE ANYWAY!

EH?

WHY DOES ALL THIS INTERPLANETARY FRUIT LOOK LIKE EGGPLANT? I THINK RIGHT NOW IF I HAD TO CHOOSE BETWEEN PEACE ON EARTH AND A BIG MAC IT'D BE CLOSE!

AT LEAST, WITH THIS NIFTY NEW COSTUME I DON'T HAVE TO TAKE MY MASK OFF TO EAT. IT JUST *OPENS UP* WHERE AND WHEN I ORDER IT TO!

SHORTLY...

HMM...VOICES, FROM THAT ROOM! I WONDER WHAT ALL THE RUCKUS IS? MAYBE THEY'VE GOT A SUPER TV IN THERE THAT'S PICKING UP *THE MUPPETS!*

UH-HO! IT'S THE ROOM WITH THE *COSTUME MAKING MACHINE!*

I SAID THAT I ASSUMED THAT ONCE WE RETURNED TO EARTH, THAT I WOULD ONCE AGAIN FUNCTION AS THE *LEADER* OF THIS TEAM!

AND SO YOU SHALL, STORM... GENERALLY SPEAKING! HOWEVER, NOW THAT I AM NO LONGER CONFINED TO A WHEELCHAIR, I SEE NO REASON NOT TO OCCASIONALLY ASSUME A MORE ACTIVE... AND YES, COMBAT-LEADERSHIP ROLE!

THAT BEING THE CASE, I CONSIDER IT PRUDENT TO BE APPROPRIATELY ATTIRED!

THIS IS A *GAME* TO YOU STILL, PROFESSOR X! BUT OUR LIVES ARE ON THE LINE, *REMEMBER* THAT!

HEY! THAT'S ODD!

THEY DIDN'T USE THE SAME MACHINE I DID WHEN I MADE THIS OUTFIT!

HEY, GUYS AND GALS! DO YOUR NEW DUDS DO TRICKS? I MEAN, LIKE, YOU KNOW, RESPOND TO YOUR THOUGHTS!

NO... THEY'RE JUST--JUST CLOTHES!

THEN... WHY DO *MINE?*

OH, WELL...

MEANWHILE, IN THE LAB...

I WISH I COULD USE ONE OF THE HEALING MACHINES TO REPAIR YOUR LEG, HULK, BUT YOUR GAMMA LEVEL SEEMS TO HAVE RISEN SHARPLY, LATELY! IT'D SHORT OUT THE MACHINES, I'M AFRAID!

THIS CRUTCH AND LEG BRACE SHOULD HELP YOU GET AROUND UNTIL YOU HEAL NATURALLY, THOUGH! IT'S THE BEST I CAN DO!

UMMPHH!

MOMENTS LATER, IN A NEARBY CORRIDOR...

HEY, HULKIE, LOOKS LIKE REED FIXED YOU UP PRETTY GOOD!

GOOD OLD MISTER FAN-TOTAL-TASTIC! HE ALSO SHOWED ME HOW TO USE SOME FABRICATING MACHINES TO MAKE SOME NEW ARROWS! WHAT A GUY, HUH?

OUT OF MY WAY, HAWKEYE... AND SHUT UP!

WHOA! HAS *HE* EVER CHANGED IN THE LAST FEW DAYS! I THINK HE'S *LOSING* IT--BECOMING TOTALLY SAVAGE AND OUT OF CONTROL AGAIN! MAN, I HOPE I'M WRONG!

MAYBE I'D BETTER MAKE MYSELF A FEW *MORE* ARROWS--SOME REAL HEAVY-DUTY ONES--JUST IN CASE!

LATER...

HEY! WHO'S *THAT?!*

NEVER MIND THAT--! WHERE'D HE COME FROM?

UH... HELLO!

DOCTOR CURT CONNORS--! THE LIZARD'S HUMAN HALF! DOC, WHAT HAPPENED? HOW--?

I'M NOT EXACTLY CERTAIN! I WOKE UP LYING IN A CRATER A FEW MILES FROM HERE! I DON'T REMEMBER HOW I GOT THERE--BUT I KNOW THAT THE LIZARD-PERSONA WAS SOMEHOW SUCKED OUT OF ME! IT'S GONE--!

I SAW THIS FORTRESS, AND CAME HERE! THEN--WELL, IT'S STRANGE--DOORS SEEMED TO OPEN ALMOST MAGICALLY FOR ME, AS IF SENSING THAT I WANTED IN...

?

WOW! THAT'S STRANGE... BUT, ANYWAY, I'M GLAD YOU'RE HERE AND OKAY, DOC!

IT IS GOOD THAT DOCTOR CONNORS FOUND US BEFORE WE DEPARTED THIS WORLD FOREVER! HOW HORRIBLE IT WOULD BE TO BE STRANDED HERE!

THAT REMINDS ME! I WISH KITTY'S DRAGON WOULD RETURN!

LOOK! LOOK THERE!

LOCKHEED!

WITH *ANOTHER* DRAGON RIGHT BEHIND HIM!

LOCKHEED, WHERE HAVE YOU ***BEEN?*** WE'VE BEEN WORRIED ABOUT YOU, FELLA!

WHATEVER HE'S BEEN UP TO, LOOKS LIKE HE MANAGED TO FIND TIME FOR SOME *R AND R* WITH A LOCAL CHIPPIE! WHO'S YOUR FRIEND, SMOG-BREATH?

REED! A COUPLE OF ***AMAZING*** THINGS JUST HAPPENED!

I KNOW--AND I THINK THAT I KNOW ***WHY!*** I SUSPECT IT'S THE SAME REASON THAT MY LAB WORK HAS BEEN GOING SO WELL LATELY!

I BELIEVE THAT THIS... *"WISH FULFILLMENT"* PHENOMENON WE'VE BEEN EXPERIENCING IS AN AFTER-EFFECT OF THE BATTLE AGAINST DOOM! THE PLANET ITSELF SEEMS TO HAVE BEEN CHARGED WITH RESIDUAL ENERGY WHICHS SEEMS TO RESPOND TO STRONG DESIRE, OR FORCE OF WILL!

HUH! ***FALLOUT!***

SOMETHING LIKE THAT!

WHERE'S CAP GOING?

I DON'T KNOW, BUT HE LOOKS LIKE A MAN WITH A MISSION! *WHEW!*

LATER, ALONE IN HIS DIMLY LIT CHAMBER, CAPTAIN AMERICA CAREFULLY ARRANGES THE SHARDS OF HIS LEGENDARY SHIELD ON HIS TABLE--

--SHARDS PAINSTAKINGLY SIFTED, ONE BY ONE, FROM MOUNDS OF DUST AND DEBRIS, TILL EVERY LAST SPLINTER WAS ACCOUNTED FOR...

IT WAS THE PRODUCT OF A FREAK METALLURGICAL ACCIDENT--A METALLIC DISK OF UNKNOWN COMPOSITION, AND UNIQUE PROPERTIES--UTTERLY IMPERVIOUS TO ANY FORCE OR INSTRUMENT WHICH HUMANS COMPREHEND.

BUT NOW IT LIES BEFORE HIM LIKE A WOUNDED FRIEND...

*HOW MANY TIMES HAS IT SAVED **HIS** LIFE? AND NOW... IT'S USEFUL LIFE IS AT AN END, FOR NO FIRE COULD MELT IT, NO FURNACE COULD REFORGE IT. IT IS FOREVER BROKEN...*

*...UNLESS BY **FORCE OF WILL**... OR **SHEER DESIRE**...*

... HE CAN ACCOMPLISH THE IMPOSSIBLE!

SHORTLY, ON THE BARREN WASTES BEYOND THE FORTRESS WALLS...

PAY ATTENTION EVERYBODY! REED'S GOING TO EXPLAIN HOW--

PHOOEY! JUST SEND US **HOME!** REED! WE DON'T CARE HOW YOUR GADGET WORKS!

THIS MUCH I **HAVE** TO TELL YOU, SPIDER-MAN! WE'LL BE TRAVELLING VIA THE SAME ALIEN CONSTRUCT THE BEYONDER USED TO BRING US HERE! IT'S STILL ORBITING IN SPACE NEARBY!

ONCE I BEAM US ALL UP TO THE CONSTRUCT, IT WILL TELEPORT TO EARTH WITH US IN IT! IT'LL LAND, AS IT DID BEFORE, IN CENTRAL PARK -- BUT IT WILL PROJECT INDIVIDUALS TO ANY DESTINATION THEY CONCENTRATE ON!

HOLY RUBY SLIPPERS!

WE'LL HAVE TO ENTER THE CONSTRUCT IN SMALL GROUPS! SPIDER-MAN, DR. CONNORS, SPIDER-WOMAN HULK AND MAGNETO WILL GO FIRST!

WE ARE READY, DOCTOR RICHARDS!

HEY, MAGNETO, HOW COME YOU'RE NOT GOING WITH YOUR BUDDIES, THE X-MEN?

I MUST GO MY OWN WAY, SPIDER-MAN... FOR NOW!

FIRST GROUP AWAY! NOW IT'S THE X-MEN'S TURN!

COLOSSUS! AREN'T YOU COMING?

NO.

COLOSSUS! LISTEN TO ME!

I SUPPOSE IT SEEMS UNFAIR! SHE BROUGHT YOU BACK... BUT NEITHER REED'S MACHINES NOR YOUR FERVENT WISHES, IT SEEMS, COULD BRING HER BACK!

APPARENTLY, AT SOME POINT, DEATH *IS* IRREVOCABLE! ZSAJI PASSED THAT POINT WHEN SHE GAVE HER LIFE TO YOU!

THAT IS THE TRAGIC *FACT!* ALL THAT REMAINS IN QUESTION IS WHETHER OR NOT YOU WILL FALL INTO TOTAL DESPAIR AND LET IT DESTROY YOU--

--THEREBY *WASTING* THE LIFE SHE GAVE YOU!

I... SHALL COME WITH YOU, PROFESSOR!

GOOD! WE ARE READY, REED!

OKAY!

HEY, *LOOK!* THAT OTHER DRAGON--! *REED!*

OH, *NO!* IT SWOOPED IN JUST AS I PRESSED THE BUTTON!

SHZZAKT!

YEEOWW!!

THAT... DIDN'T LOOK GOOD!

IT WAS JUST AN ENERGY FLUCTUATION --ALBEIT A RATHER *DRAMATIC* ONE! I HOPE IT DOESN'T CAUSE PROBLEMS WITH THEIR RE-MATERIALIZATION BACK ON EARTH!

AT LEAST THE DEVICE IS STILL WORKING!

THE AVENGERS ARE NEXT! --BUT WHERE'S THE SHE-HULK?

OVER HERE, CAP!

I'M NOT GOING WITH YOU GUYS! I'M TAKING BEN'S PLACE IN THE *FANTASTIC FOUR!*

WHAT?!!

I AIN'T GOIN' BACK, REED! NOT YET, ANYWAY! I FIGURED YOU'D NEED SOMEBODY STRONG TO KEEP BAILIN' YOU OUTTA TROUBLE, SO I ASKED SHE-HULK TO TAKE MY PLACE!

WHY? WHY, BEN?!

WELP... I GUESS 'CAUSE I GOT A LOT TO FIGURE OUT! THERE'S SOMETHIN' ABOUT THIS PLANET THAT LETS ME CHANGE FROM THE *THING*--

--TO *HUMAN!* I CAN BE REGULAR OL' BEN GRIMM AGAIN WHENEVER I WANT! I--I BEEN DREAMIN' O' THAT DAY FOR YEARS! AN' SO LONG AS I STAY HERE, I *GOT* IT!

COME OFF IT, BENJY! YOU'VE GOT NOTHING, AN NO-*BODY* HERE!

I GOT *ME*, KID! THE REAL ME! MEBBE YOU CAN'T UNNERSTAND THAT, BUT BEFORE I GO BACK TO A PLACE WHERE I AIN'T ME, AN' I KNOW I DON'T FIT IN--I JUST WANNA DO SOME THINKIN'!

YES, BEN, BUT...

YOU CAN LEAVE ME THE GIZMO, RIGHT--? SO'S I CAN COME BACK LATER!

NO BUTS, STRETCHO! IT'S SETTLED!

SHORTLY---

SEE YOU GUYS AROUND!

BYE, JENNIFER!

SO MUCH FOR THE AVENGERS! THAT LEAVES JUST US!

ONE MORE TIME--ARE YOU *SURE* ABOUT THIS, BEN?

YEAH, I'M SURE! SO **GO** ALREADY, WILLYA?

ALL RIGHT, BEN!

IF ONLY I COULD TELL HIM WHAT I SUSPECT ABOUT HIS TRANSFORMATIONS-- BUT IT'S THE KIND OF THING THAT MIGHT SHATTER A MAN... EVEN A STRONG MAN LIKE BEN! NO, BETTER TO SAY NOTHING... AND HOPE HE SLOWLY DISCOVERS THE TRUTH FOR HIMSELF... OR HIDES FROM IT FOREVER!

LET'S GET TH' SHOW ON THE ROAD!

WHATEVER YOU DO, BEN, DON'T LOSE THE DEVICE, OR--*

YEAH, YEAH, YEAH! I READ YA, MOMMY!

NICE GUY, REED... A LITTLE BIT OF A WORRY WART, THOUGH! I'M GONNA BE FINE! A LITTLE LONESOME MEBBE--!

BUT WHAT'S THAT WHUT F.D.R. SAID ONCE--? "*THERE AIN'T **NUTHIN' TO** FEAR...*"

THE END.

EPILOGUE

By the time the *Secret Wars* ended, the Marvel Universe had been put through some pretty major changes.

When everyone else returned to Earth, the Thing remained behind on Battleworld, having finally found a place where he could transform from Ben Grimm to the Thing at will. There, he became known as Rocky Grimm, Space Ranger, and fell in love with the warrior woman known as Tarianna. After several adventures on Battleworld, the Thing came home. As soon as Ben Grimm left Battleworld, there was no longer any reason for the planet to exist, and it exploded.

You might have expected Ben to return to the Fantastic Four upon his return to Earth, but this was not to be the case! While Ben was gone, his position on that team was filled by none other than… the Sensational She-Hulk, who joined in *Fantastic Four #265*. Ben decided to remain apart from the Fantastic Four after discovering that Reed knew that it was Ben's love for Alicia Masters that prevented him from being able to permanently return to his human form. Ben struck out on his own, finally returning to the FF in time for the 25th anniversary issue, *#296*. At that point, She-Hulk went back to her old team, the Avengers. (For a while there, She-Hulk was the only comics character to serve simultaneously as a member of both the Fantastic Four and the Avengers)

Perhaps the longest-lasting result of the Secret Wars was Spider-Man's new costume, which debuted in *Amazing Spider-Man #252*. One of the first things Spidey did when he got back was to help Daredevil and the Black Widow solve a murder which had gone unresolved when Spidey first went to Battleworld. This occurred in the pages of *Marvel Team-Up #141*. After their work was finished, a disappointed Spidey mused that the blind Daredevil "never said a word about my new costume!" (Perhaps DD was still fuming at having been left out of the Secret Wars!)

Spidey's black costume, of course, would turn out to be a living alien symbiote, which tried to attach itself to Peter Parker permanently! With the help of the Fantastic Four, Spidey succeeded in separating the symbiote from his body. Spurned, the alien costume went on to attach itself to disgruntled reporter Eddie Brock, who became Venom, one of Spider-Man's most popular and deadly foes.

Over in the pages of the *Avengers #243*, the Vision took charge in the absence of the other senior Avengers, eventually becoming the elected chairman. He established a West Coast branch of the team, which would star in its own series, *West Coast Avengers*, for a number of years. Spider-Woman, who made her big debut in Secret Wars, went on to join the WCA.

Another major change made in *Secret Wars* was the dissolution of the romance between X-Men Kitty Pryde and Colossus. After he fell in love with the alien Zsaji, Colossus realized he did not feel the same way about Kitty. Shortly after returning to Earth, Colossus broke the news to Kitty, who took losing her first love pretty hard.

Secret Wars was not the end of the Beyonder, however. His story continued in a second limited series, *Secret Wars II*, published the following year, and concluded in *Fantastic Four #319* (titled, naturally, "Secret Wars 3"), where his true origin and final fate were made known at last! Many years later, *New Avengers: Illuminati #3* related startling new revelations about the possible true nature of the Beyonder—though many questions still remain.

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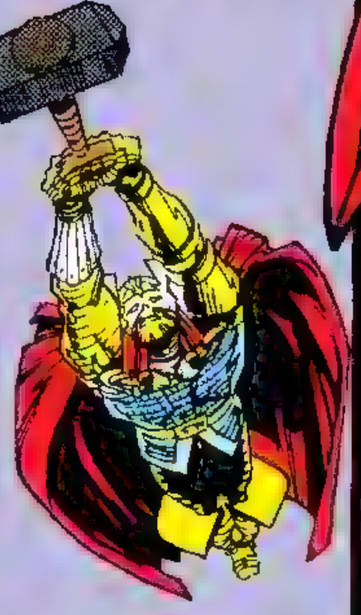

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the mighty THOR®

AN UNTOLD TALE FROM THE SECRET WARS™

THE STORY WE COULDN'T PRINT...UNTIL NOW!

"CRISIS ON BATTLEWORLD!"

FRENZ & BREEDING '86

Stan Lee PROUDLY PRESENTS AN UNTOLD TALE OF THE SECRET WARS STARRING THE MIGHTY THOR!

"THIS SECRET LOVE--!"

A CASTLE DRAWBRIDGE IN THE OTHER-DIMENSIONAL REALM OF ASGARD, HOME OF THE MIGHTY NORSE GODS.*

STAND THEE BACK, LITTLE MAN!

FLEE FROM MY SIGHT-- OR YOUR LIFE IS FORFEIT!

FOR I HAVE SWORN THAT NONE MAY CROSS THIS BRIDGE THAT I DO GUARD!

THEN, HAVE AT THEE, MONSTER!

DAILLUS THE DARING DESIRES ENTRANCE INTO YON CASTLE--

*THE EVENTS IN THIS STORY OCCUR BEFORE THOR #377 -- RALF

TOM DeFALCO WRITER	RON FRENZ PENCILER	BRETT BREEDING INKER	DIANA ALBERS LETTERER	STEIN€ SCHEELE COLORIST	RALPH MACCHIO EDITOR	JIM SHOOTER EDITOR IN CHIEF

QUAKK!

--AND I WILL NOT BE DENIED!

FARE THEE WELL, MON-STER!

WHISPER MY NAME TO WHATEVER VALKYRIE CLAIMS THEE!

YON IRON PORTCULLIS ALSO SEEKS TO BAR MY PATH--

--BUT, I HAVE COME PREPARED!

BEHOLD! WHAT WINGED CREATURES ARE THESE THAT NOW RUSH TO GREET ME?

HARPIES-- WHO SEEK TO REND ME WITH CLAW AND FANG!

BUT, BY MY *BLADE*, I SWEAR THAT--

--THEY SHALL NOT HAVE ME!

AT LAST! I HAVE REACHED THE SAFETY OF THE CASTLE ITSELF!

THE PRIZE I SEEK IS NEAR!

AND WHAT PRIZE IS THAT, BRASH ONE?

WHY HAVE YOU DARED DISTURB THE PEACE OF MY HUMBLE HOME?

'TIS *SHE!* THE ONE I SEEK!

THE LADY *LORELEI!*

YOU SEEK ME?

WHY?

THE POETS HAVE SUNG OF YOUR MATCHLESS BEAUTY FOR COUNTLESS YEARS!

I JUST HAD TO SEE FOR MYSELF IF ANY WOMAN COULD BE AS BEAUTIFUL AS THEY CLAIMED!

AND SO, FOR THE PAST FORTY DAYS AND NIGHTS I HAVE BRAVED THE SAVAGE WASTELANDS TO JOURNEY HERE!

WELL? WHAT THINKEST THEE NOW? WAS THY JOURNEY IN VAIN?

MY LADY, I FEAR THAT THE POETS DO NOT DO YOU JUSTICE!

MY, YOU ARE THE FLATTERER--HANDSOME, TOO!

FORGIVE ME FOR BEING SO BOLD, BUT NOW THAT I HAVE SEEN YOU--IT HAS BECOME MY SOLE DESIRE TO WORSHIP YOU FOR ALL *ETERNITY*--AND SERVICE YOU--IN WHATEVER YOU DEEM ME WORTHY!

SO BE IT!

COME, LET ME SEE IF YOUR LIPS ARE AS SWEET AS THE WORDS THEY USHER FORTH!

THERE, MY BRAVE WARRIOR, YOUR FONDEST WISH HAS JUST BEEN GRANTED!

YOU MAY WORSHIP ME FOREVERMORE...AS LONG AS *STONE* DOTH ENDURE!

HA! HA! HA!

STILL SQUANDERING MEN AS IF THEY WERE COPPER COINS, LORELEI?

WHEN WILL YOU LEARN THAT LOVE IS A RARE GUEST--WHO SHOULD BE WELCOMED WITH JOY--NOT DISDAIN?!

WHAA--?!

WHO DARES--?

COME NOW, LORELEI, SURELY YOU MUST RECOGNIZE THE VOICE OF--

--YOUR OWN SISTER!

THE ENCHANTRESS!

SUCH A FOOLISH WASTE OF MASCULINE BEAUTY!

PERHAPS, BUT WHAT CARE I FOR COMMON GODLINGS!

I WHO HAVE POSSESSED THE HEARTS OF MIGHTY THOR --AND CRAFTY LOKI!

MY STANDARDS FOR LOVE AND PASSION ARE FAR GREATER THAN MOST!

I SHALL NOT SETTLE FOR ANYTHING LESS--AS YOU HAVE DONE WITH BORING OLD HEIMDALL!

HAVE A CARE, SISTER!

NO ONE--NOT EVEN MY OWN FLESH AND BLOOD--MOCKS THE ENCHANTRESS!

I HAVE DELIGHTED IN PASSIONS FAR MORE EXOTIC THAN YOUR WILDEST IMAGININGS!

THERE WAS EVEN A TIME WHEN THOR, HIMSELF, COULD HAVE BEEN MINE TO ENTHRALL FOR THE WHOLE OF ETERNITY!

Y-YOU AND THOR--?!

WHEN WAS THIS?

LISTEN WELL, SISTER DEAR, AND I WILL TELL YOU OF THE TIME--

--WHEN I, TOO, SQUANDERED AN OPPORTUNITY TO KNOW TRUE LOVE...

"A FEW MONTHS AGO*, AS THE MORTALS RECKON TIME, THE GREATEST EARTHLY HEROES OF ALL--

"--WERE SUDDENLY PLUCKED FROM THEIR PLANET--

* IT HAPPENED IN MARVEL SUPER HEROES SECRET WARS #1 -- SECRET RALF.

"--AS WERE SOME OF THE MOST POWERFUL VILLAINS IN THE GALAXY!

"TO THIS VERY DAY, I HAVE BEEN PUZZLED AS TO THE REASON WHY I, MYSELF, WAS INCLUDED AMONG THAT VILE ASSEMBLY!

"IN ANY EVENT, WE WERE ALL TRANSPORTED TO A DISTANT CORNER OF THE UNIVERSE--

"--WHERE A VAST PATCHWORK PLANET WAS SUDDENLY ASSEMBLED BEFORE OUR AWESTRUCK EYES!

"THAT WAS WHEN OUR HOST, A BEING OF INCALCULABLE POWER, ISSUED A MOST STARTLING CHALLENGE...

I AM FROM BEYOND!

SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS!

NOTHING YOU DREAM OF IS IMPOSSIBLE FOR ME TO ACCOMPLISH!

"SOON AFTER, WE WERE PLACED UPON THE BEYONDER'S BATTLEWORLD, WHERE MY COMPANIONS DISCOVERED A CACHE OF ALIEN WEAPONRY, AND THE WAR BEGAN...

ONCE WE CRUSH THESE JERKS, WE GET ANYTHING WE WANT!

BAH! I'D SMASH THEM ANYWAY!

"HAVING NO WISH TO SOIL MY HANDS WITH COMMON COMBAT, I RETIRED FROM THE BATTLEFIELD...

"...BUT, MY PEACEFUL INTENTIONS WERE OF NO INTEREST TO A BESTIAL CREATURE KNOWN AS THE *SHE-HULK!*

WHAK

"UNCONSCIOUS, I WAS TAKEN PRISONER AND UNCEREMONIOUSLY CARRIED TO A FORTRESS WHICH THE BEYONDER HAD PROVIDED FOR THE EARTHLY HEROES...

"MY WOUNDS WERE SOON TREATED BY *REED RICHARDS*, THE LEADER OF A BAND OF ADVENTURERS CALLED THE *FANTASTIC FOUR!*

WILL SHE BE ALL RIGHT, RICHARDS?

I BELIEVE SO, *CAPTAIN AMERICA!* THANKS TO THIS CELL REGENERATOR I'VE FOUND, SHE'LL PROBABLY WAKE UP WITH JUST A BAD HEADACHE!

"I DO NOT KNOW HOW LONG I LAY WITHIN THAT HEALING DEVICE...

".. BUT, EVENTUALLY, THERE CAME A MAJESTIC FIGURE TO THE CAVERNOUS PRISON HALL--

"--PAST THE BLOCK OF CELLS WHERE ***PILE-DRIVER, BULLDOZER, THUNDERBALL*** AND ***KANG THE CONQUEROR*** WERE HELD IN PSYCHO-STASIS--

"--TO THE CHAMBER WHERE I LAY SLEEPING.!"

AWAKE, SORCERESS, AND LET US SPEAK!

THOR! WHY HAVE YOU COME HITHER? DID YOUR MORTAL FRIENDS FORSAKE YOU?

NAY...BUT THEY ARE ***MORTAL!*** THERE ARE THINGS OF WHICH ONLY GODS MAY SPEAK, AND WHICH ONLY GODS CAN UNDERSTAND!

YOU AND I ARE THE ONLY TWO IMMORTALS OF ASGARD ON THIS WORLD...WE MUST TALK!

VERY WELL...BUT ***ELSEWHERE!*** I WILL ENDURE THIS DUNGEON NO LONGER!

AYE...BUT, HERE OR ELSEWHERE, YOU ARE STILL MY PRISONER!

PERHAPS...

COME, THUNDER GOD!

LET US SEE WHAT DELIGHTS THIS PATCHWORK WORLD DOTH OFFER!

THE BEYONDER HAS GATHERERED US ALL TOGETHER TO DO BATTLE IN--WHAT MAY WELL BE--THE GREATEST WAR OF ALL!

THINK OF THE GLORY THAT AWAITS THE VICTORS!

PERHAPS THIS WAR WAS THE PURPOSE FOR WHICH I WAS ***BORN!***

AND, WHAT OF MY PLACE WITHIN THESE EVENTS?

YOU HAVE A CHANCE TO ***REDEEM*** YOURSELF--TO PROVE YOURSELF ***WORTHY*** OF YOUR ASGARDIAN HERITAGE!

SO! YOU CAME TO ME... MERELY BECAUSE YOU SOUGHT TO RECRUIT ANOTHER ALLY... IN YOUR FOOLISH QUEST FOR GLORY!

I HAD THOUGHT... HAD HOPED... THAT YOU HAD *ANOTHER* REASON.!

BUT, NOW I SEE THAT YOU *CARE* FOR *NOTHING*-- SAVE THE THRILL OF BATTLE!

VERY WELL! THRILL TO *THIS*--!

THE TREES THEMSELVES RISE AGAINST ME.!

I WARN YOU, WOMAN.! IF THIS BE A PLOY TO AID YOU IN ESCAPE--

--IT WILL AVAIL YOU NOT.!

KAR-THOOM!

A PITY HIS WIT IS NOT THE EQUAL OF HIS STRONG RIGHT ARM.!

I HAVE NO INTEREST IN ESCAPING HIM.! QUITE THE CONTRARY...

I LONG TO ENSNARE HIM!

AND SO, WHILE HE IS DISTRACTED IN BATTLE, I SHALL GATHER ALL MY SORCEROUS POWER INTO--

--MY LIPS.!

ONE KISS, AND HE SHALL BE MINE FOREVER.!

WAIT.! WHAT SPLASHES BEHIND ME?!

THOR! THOR! I HAVE NEED OF THEE!

CEASE YOUR USELESS AMUSEMENTS, AND TURN YOUR HAMMER AGAINST A REAL FOE!

WHAT IS THIS CREATURE WHICH NOW THREATENS THE ENCHANTRESS?

IS IT ANOTHER ONE OF HER ENCHANTMENTS, OR--?!

NO! METHINKS THE TERROR IN HER VOICE SOUNDS ALL TOO REAL!

STEADY, WOMAN! MY INVINCIBLE MALLET HATH POWER ENOW TO SAVE THEE!

KA-BWOK K!!

HELP! I'M FALLING--!

NEVER FEAR, SORCEROUS ONE! I DID NOT RESCUE THEE--

--ONLY TO WATCH AS THY BODY BE DASHED TO THE GROUND!

NOW THAT YOU ARE SAFELY AWAY, I SHALL SUMMON THE RAGING WINDS OF THE STORM!

LET THEM HEED MY COMMAND--

--AND DRIVE YON BEAST BACK TO THE MURKY DEPTHS FROM WHENCE IT CAME!

RETURN TO ME, MIGHTY *MJOLNIR!*

THY WORK IS DONE!

THE CREATURE HATH FLED!

WELL DONE, NOBLE THOR! THY STRENGTH AND COURAGE HAVE WON THE DAY!

MY LIFE IS SPARED!

COME NOW, AND CLAIM YOUR REWARD!

I FREELY OFFER YOU A GIFT WHICH MAN AND GOD ALIKE HAVE SOUGHT FROM ME SINCE THE DAWN OF TIME!

WHY DO YOU TURN AWAY?

IN TRUTH, I FEAR THE GREAT PRICE YOUR 'GIFT' WILL DEMAND OF ME!

OH, THOR, THOU ART SO FOOLISH...

WHY DENY THYSELF THE EXQUISITE PLEASURES THAT ARE MINE ALONE TO GIVE?

I CAN BE ANY-- AND *EVERY*-- WOMAN THOU HAST EVER DESIRED.!

THY EVERY FANTASY MADE REAL!

THOUGH WE WOULD LOVE FOR AN ETERNITY, THOU WOULD NEVER KNOW A MOMENT'S BOREDOM.!

AND, IF THAT BE NOT ENOUGH, I CAN ALSO SUMMON THE SPIRITS OF THE EARTH, WIND AND WATER --

--WHOSE SOLE DUTY WOULD BE TO MAINTAIN THY CONSTANT JOY.!

WHY DOST THOU STILL HESITATE? I CAN SEE THE DESIRE SMOLDERING WITHIN THINE EYES.! I CAN FEEL THE BLOOD BOILING WITHIN THY BREAST.! *KISS ME!*

KISS ME!!

I SAY THEE, NAY!!

THOUGH THOU HAST CHARMS ENOW TO TEMPT EVEN *LORD ODIN,* ALL-FATHER OF ASGARD, I SHALL NOT SUCCUMB TO THEM.!

I WILL REMAIN STRONG.! *VIRTUOUS.!*

KRAKA-

BWOOM

F-FORGIVE ME, THOR!

P-PLEASE FORGIVE ME!

I...I MEANT NO HARM./ I...I WAS ONLY TRYING TO...TO...

CALM YOURSELF, WOMAN. YOU HAVE NOTHING TO FEAR FROM ME.

I KNOW FULL WELL WHAT YOU WERE TRYING TO DO--BUT IT DOESN'T MATTER.

WHEN WILL YOU LEARN THAT A GODESS AS BEDAZZLING AS YOURSELF HAS NO NEED TO RESORT TO MERE SORCERY TO WIN A GOD'S HEART?

THE TIME HAS COME FOR YOU TO FORSAKE THAT EVIL PATH, ENCHANTRESS!

YOU MUST RENOUNCE YOUR SORCEROUS WAYS --LEST YOUR IMMORTAL LIFE END IN WICKEDNESS DURING THE UPCOMING CONFLICT.

YOU ASK MUCH, NOBLE THOR!

AYE... BUT, WITH MY AID--

--YOU CAN RISE ABOVE YOUR PAST MISDEEDS, AND BE REDEEMED!

HE SPEAKS WITH SUCH CONFIDENCE! SUCH RAW STRENGTH!

IS IT ***HOPE*** WHICH NOW BEATS SO WILDLY WITHIN ME--OR IS IT SOMETHING MUCH, MUCH MORE?!

WILL HIS HEART ***TRULY*** BE ENSNARED BY THE SORCEROUS POWER OF MY LIPS, OR--

"AND, EVEN AS I PONDERED THAT PAINFUL QUESTION--

--WILL *MINE*?!

"--MY FORMER COMPANIONS WERE ATTACKING THE FORTRESS HEADQUARTERS OF THE EARTHLY HEROES!

NOW'S OUR CHANCE! WE'VE CAUGHT THEM UNAWARES!

PREPARE TO *RAM*!

"SO SAVAGE, SUDDEN AND BRUTAL WAS THEIR ATTACK--

"--THAT, BLOODIED AND BATTERED, THE HEROES WERE FORCED TO FLEE FOR THEIR VERY LIVES!

"BUT, THEY COULDN'T ESCAPE THE AWESOME POWER OF *OWEN REECE*, THE *MOLECULE MAN*!

I CAN TAKE CARE OF THOSE SO-CALLED HEROES ONCE AND FOR ALL!

JUST WATCH!

"AND SO, WITH THE MEREST OF GESTURES--

"--HE SEIZED CONTROL OF ALL THE MOLECULES OF A NEARBY *RANGE OF MOUNTAINS*--

"--AND SENT IT *HURTLING* AGAINST HIS ENEMIES!

"MEANWHILE, HALF A WORLD AWAY, THOR AND I WERE BLISSFULLY UNAWARE OF SUCH HAPPENINGS..."

THE *BEYONDER* HAS OFFERED TO EACH OF THE VICTORS ANY PRIZE HE MAY ASK! WHAT WOULD YOU ASK FOR--?

I WOULD ONLY ASK FOR YOUR *LOVE*, THOR--BECAUSE, FOR MILLENNIA, I HAVE DESIRED YOU!

AS WELL YOU KNOW--! FOR I STOP AT NOTHING TO SATISFY MY SELFISH DESIRES, AND I HAVE OFTEN SOUGHT TO TAKE YOUR LOVE BY DECEIT OR FORCE!

LOVE IS *NOT* AN OBJECT TO BE SEIZED OR STOLEN! IT CAN ONLY BE GIVEN!

NOT SO! A SINGLE KISS CAN PROVE YOU WRONG!

AND, YET, IS THERE NO OTHER WAY FOR ME TO GAIN YOUR HEART? MUST I RESORT TO SUCH BASE TREACHERY?

OR, DO I DARE TRY TO WIN YOU ON MY OWN?!

COULD YOU EVER LOVE ME THOR?

I--I KNOW NOT!

AM I NOT BEAUTI-FUL?

WITHOUT, SURELY... BUT TRUE BEAUTY IS A THING OF THE SPIRIT.

WHY IS *THAT* NOT YOUR QUEST, FAIR ONE--? WHY NOT OVERCOME PETTY GREED AND LUST--AND UNFETTER THE BEAUTY OF YOUR GODLY SPIRIT?

KISS ME, THOR...GIVE ME A GLIMMER OF HOPE... AND I WILL TRY!

FORGIVE ME!

"BUT SUDDENLY..."

BY ODIN'S BEARD!

AN EARTHQUAKE--!!

'TIS NOT A NATURAL OCCURRENCE! I HAVE A SENSE OF THESE THINGS...

IT COULD ONLY HAVE BEEN A SHOCKWAVE FROM SOME CATACLYSMIC BLOW--MIGHTY ENOUGH TO SHAKE THIS ENTIRE WORLD!

THEN... I MUST RETURN TO MY FRIENDS!

AND I WITH THEE, NOBLE THOR!

"BUT, THEN..."

HOLY COW! THOR!

AND THE ENCHANTRESS! I GUESS THEY'VE BEEN OFF PARTYIN'!

WHAT'S THIS--? OUR FORTRESS, LAID WASTE--?!

WHERE ARE MY COMRADES? WHAT HAVE YOU DONE WITH THEM, DOCTOR DOOM?!

THEY ARE DEAD! WE HAVE SLAIN THEM ALL... BY DROPPING A MOUNTAIN RANGE ON TOP OF THEM!

NOW, LISTEN WELL! YOU ARE HOPELESSLY OUTNUMBERED! SUBMIT--AND I WILL GUARANTEE YOU A MERCIFUL DEATH!

IT *IS* THIRTEEN TO ONE AGAINST YOU...

PERHAPS...

SO BE IT!

THOR FIGHTS ALONE!

ENOUGH TALK! LET'S *ACE* THE SUCKER!

K-KRAK!

I BARELY HAD TIME TO DEFLECT THAT SHOCK-BLAST FIRED BY *KANG THE CONQUEROR!*

OF ALL THE DEADLY FOES PRESENT, METHINKS THAT THE MOST DANGEROUS OF ALL MUST BE *ULTRON*-- THE LIVING ROBOT WHOSE SOLE DESIRE IS TO DESTROY.

HIS BODY IS CONSTRUCTED OF PUREST *ADAMANTIUM STEEL* -- THE HARDEST METAL ON THE PLANET EARTH!

CAN E'EN MJOLNIR GIVE HIM PAUSE?!

KTANG!!

STUPID! YOU SHOULDN'T HAVE THROWN AWAY THAT CLUB--! IT MIGHT'VE GIVEN YOU A CHANCE AGAINST ME... *TITANIA!*

TITANIA--! THE WOMAN WHO KILLED THOR WITH HER BARE HANDS! THAT'S WHAT THEY'LL CALL ME!

MAYHAP, WOMAN--

--WHEN ICICLES ORNAMENT SURTUR'S FIERY REALM!

KA-PWAMM!

EXCELLENT! THAT FOOLISH COW SERVED HER PURPOSE BY DISTRACTING THOR LONG ENOUGH FOR ME TO BLAST HIS FOOTING OUT BENEATH HIM!

YOU DID IT, KANG! YOU MANAGED TO KNOCK HIM OFF-BALANCE! AND NOW, **DOCTOR OCTOPUS** WILL DO HIS PART--

JUST MAKE SURE YOU HOLD HIM DOWN FOR A FEW SECONDS, **OCK**, WHILE I TAKE ON THE PROPERTIES OF THIS ALIEN METAL--

--THEN, THE **ABSORBING MAN** WILL BASH HIS HEAD IN FOR YA!

THOR HATH GREAT NEED OF ME NOW! THIS TRULY IS MY CHANCE TO PROVE MYSELF WORTHY OF HIS LOVE! BUT, I AM...

...AFRAID!

UGNN CAN'T HOLD ON ANY LONGER! HE'S TOO STRONG!

KRA-PWOOM!

IT AIN'T POSSIBLE--! HE **BLOCKED** IT! HE ACTUALLY BLOCKED MY BALL AND CHAIN!

WHY DOES THAT ASTONISH THEE? WAS IT NOT MY INTENTION TO DO SO?!

DESPITE THY MIND-STAGGERING ABILITY TO ABSORB THE POWER OF ANYTHING THOU DOTH TOUCH, THOU ART ONLY **MORTAL!**

BWAKK!

WHILE I AM AN **IMMORTAL** OF ASGARD--THE SON OF ODIN, HIMSELF!

I AM... **THE MIGHTY THOR!!**

PWOMP!!

FANCY WORDS DON'T IMPRESS *BULLDOZER!*

NO MATTER HOW STRONG YA ARE, AN UNEXPECTED SHOT TO YER STOMACH--

--WILL LEAVE YA HELPLESS-- AND GASPING FER AIR--THE SAME AS ANY-BODY ELSE!

KWAK!

THOR IS DOWN! WHY CAN'T I RUSH TO HIS AID? WHY MUST I STAND HERE ROOTED IN FEAR WHILE *PILEDRIVER* ATTACKS?!

NOW'S MY CHANCE TO FINISH HIM OFF--!

ALL I GOTTA DO IS KEEP HITTING HIM--AGAIN AND AGAIN--IN THE EXACT SAME SPOT--

PWAM! PWAM! PWAM!

--UNTIL HIS FACE AIN'T NOTHING BUT *MEAT SAUCE!*

PWAM! PWAM! PWAM!

ENOUGH!!

NO MORE WILL I SUFFER AT YOUR SAVAGE HANDS!

WROKK!!

THE TIME HATH COME WHEN THOR MUST SHOW HIS TRUE METTLE!

NOW SHALL I EXACT A VENGEANCE WORTHY OF A TRUE SON OF ASGARD!

NOW SHALL I STRIKE WITH A *POWER* AND A *FURY* OF A *WARRIOR BORN!!*

THWAK!!

STRIKE ALL YA WANT, THUNDER GOD! IT AIN'T GONNA CHANGE A THING!

WE DON'T CARE HOW LONG IT TAKES! WE'RE GONNA KEEP COMING AT YA!

THE WRECKER--!

WE'RE GONNA *CRUSH* YA--TOTALLY AND WITHOUT MERCY--THE SAME WAY WE DID ALL YER FRIENDS!

SO WHY DON'T YA SAVE YERSELF A LOT OF NEEDLESS GRIEF, AND JUST LIE DOWN AND DIE?!

BWOWK!!

NEVER!!

WHERE THERE IS *LIFE*, THERE IS *HOPE!*

THOR SHALL ENDURE!

AT THE COMMAND OF THE GOD OF THUNDER, LET THE FURY OF THE SKIES SMITE MINE ENEMIES!

LOOK OUT!

ULTRON, IT'S A PITY THAT THOR DOESN'T REALIZE THAT I RECENTLY EMPLOYED MY SCIENTIFIC EXPERTISE TO ADD A NEW WEAPON TO YOUR INVULNERABLE ROBOT BODY!

AN ENERGY BEAM WHICH CANCELS THE FORCES BONDING SUB-ATOMIC PARTICLES TOGETHER! A... *DISINTEGRATOR*, IF YOU WILL!

AH! ONLY UNDER COMBAT CONDITION CAN ONE TRULY EVALUATE THE EFFECTIVENESS OF ONE'S NEWLY DE-SIGNED WEAPONS!

KA-THOOM!

I BELIEVE THE TEST CAN BE CALLED A SUCCESS!

SO IT WOULD APPEAR, *DR. DOOM*! NOTHING LEFT OF THOR BUT HIS HELMET--

--AND SCRAPS OF HIS CAPE!

THOR IS *DEAD*?!

OF COURSE!

THAT WAS ALWAYS MY DESIRE!

WHY?

DO YOU DARE QUESTION THE WISDOM OF MY ACTIONS?

N-NO...

...I DO NOT!

"' IF ONLY I HAD SEIZED THE MOMENT.' IF ONLY I HAD PROVEN MYSELF WORTHY OF THOR'S LOVE..."

BUT, I FAILED HIM...AND MYSELF!

AS YOU WILL KNOW, THOR SURVIVED ULTRON'S COWARDLY ATTACK!

HE HAD NEVER TRULY BELIEVED THAT HIS FRIENDS WERE DEAD...

...AND SO, EVEN THOUGH HE THOUGHT IT UNMANLY TO LEAVE A BATTLE UNFINISHED, THE THUNDERER HAD SECRETLY SLIPPED AWAY TO GO OFF IN SEARCH OF THEM!

BUT, THAT'S AN *EPIC* UNTO ITSELF!/*

*ONE TOLD IN THE *MARVEL SUPER HEROES SECRET WARS* LIMITED SERIES--RALF-ETH!

T'WAS AN AMUSING TALE, SISTER DEAR, BUT I FAIL TO SEE ITS POINT!

THEN, THOU ART TRULY *BLIND*, LORELEI!

AND, I AM A *FOOL* FOR TRYING TO AID THEE!

LOOK YOU TO YON WARRIOR--!

PERHAPS, HE WAS THE ONE DESTINED TO BRING YOU HAPPINESS!

PERHAPS, YOUR CRUEL JEST HAS COST YOU FAR MORE THAN YOU COULD EVER IMAGINE!

YOU HAVE HEARD MY WORDS, LORELEI-- AND KNOW THEIR TRUE MEANING.!

HEED THEM OR NOT--THE TAPESTRY OF YOUR LIFE IS YOURS TO WEAVE AS YOU WISH.!

YOU HAVE ONLY YOURSELF TO FAIL...

...AND I'LL SHED NO TEARS FOR YOU.!

HA.!

HA! HA!

HA! HA!

MARVEL®
PSR 10

SLOTT
PELLETIER
MAGYAR

She-HULK™

I AM ZOMA...

WATCHER FOR THE OUTER-RIM TERRITORIES.

IT IS MY DUTY TO OBSERVE AND RECORD ALL THAT TRANSPIRES ALONG THE EVER-EXPANDING EDGE OF OUR UNIVERSE.

5.4 LIGHT-YEARS AWAY, AN AIRBORNE PARASITE STAYS ALOFT ON A TRADE WIND, BECOMING THE FIRST LIVING ORGANISM TO CIRCLE PLANET KOVUS.

337 LIGHT-YEARS AWAY, THE LAST GRAY ICE WHALE ON HONCHI IS HUNTED DOWN TO EXTINCTION. I TAKE SPECIAL NOTE OF ITS DEATH RATTLE.

12,688 LIGHT-YEARS AWAY, A BEING FEARED THROUGH MOST OF THE GALAXY HAS ACQUIRED AN OMEGA CLASS WARP SUIT.

HE'S ENTERING MY PRESENT COORDINATES INTO ITS NAVI-COMPUTER. DESPITE THE IMMENSE DISTANCE BETWEEN US...

...HE'LL BE HERE IN MERE MOMENTS.

WATCHER!

HEAR ME! I HAVE NEED OF YOU!

WHAT OF IT? I KNOW WHO YOU ARE, AND I CANNOT AID YOU IN YOUR PETTY WANTS AND DESIRES.

BUT MY CAUSE IS **JUST!** AND IT IS **YOUR** CAUSE AS WELL!

I THINK NOT. YOU KNOW OF ME AND MY PEOPLE, AND THEREFORE KNOW THAT WE HAVE SWORN A STRICT OATH OF NON-INTERFERENCE...

...IN *ALL* MATTERS.

NOT TRUE! THOUGH YOU ABHOR **DIRECT** ACTION...

...YOUR KIND HAS BEEN KNOWN TO OFFER UP **INFORMATION** ON OCCASION.

YES. IN *SPECIAL* CIRCUMSTANCES. THOUGH I HARDLY SEE HOW YOUR CASE MERITS--

WAIT! WHAT IF I TOLD YOU I COULD USE THIS KNOWLEDGE TO **DESTROY** SOMEONE?

SOMEONE YOU **DESPISE!**

THE SAME BEING THAT STRUCK YOUR COUSIN **QYRE** MUTE, AND CAST HIM OUT-- ALL ALONE INTO THE VOID!

SHE-HULK?

WHAT DO YOU NEED TO KNOW?

NOT "WHAT", ZOMA. "WHO."

WHO, IN ALL THE UNIVERSE, IN ALL OF CREATION...

WHO HATES SHE-HULK THE MOST?!

VERY WELL. YOU'LL FIND THE ANSWER YOU'RE LOOKING FOR *HERE*...

...ON EARTH. ON THE ISLAND CALLED MANHATTAN.

EVEN NOW, THE ONE YOU SEEK IS PLANNING TO STRIKE DOWN THE EMERALD AMAZON.

"A STUNNING SPECIMEN! WHAT IS HER NAME?"

RWARR!

"TITANIA."

HOLD THAT THOUGHT.

PA-KOW!

"THOUGH I FAIL TO SEE HOW SHE COULD BE OF ANY USE TO YOU. THIS TITANIA IS HARDLY A MATCH FOR THE SHE-HULK."

"HOW SHORTSIGHTED OF YOU, WATCHER.

"IT IS NOT HER **OUTER** STRENGTH THAT INTERESTS ME. IT'S HER INNER FURY. HER **RAGE!**

"SO TELL ME, ZOMA, WHERE DOES TITANIA'S **HATRED** FOR SHE-HULK COME FROM?

"WHAT'S HER STORY?"

"HER STORY BEGINS HERE, ON THE OUTSKIRTS OF A CITY CALLED DENVER."

"IS THAT **HER**, WATCHER? YOU MEAN TO TELL ME THAT TOWERING WARRIOR YOU **JUST** SHOWED ME CAME INTO HER WORLD LIKE **THAT**?

"A FRAIL, QUIVERING LUMP OF FLESH?"

IT'S A GIRL, MR. MACPHERRAN.

"YES. SHE ARRIVED PREMATURELY. SMALL, FRAGILE, AND IN NEED OF FAR MORE ATTENTION THAN SHE WAS ABOUT TO RECEIVE."

IT'D BE BEST TO KEEP HER HERE IN THE *I.C.U.* FOR A WHILE...

GEEZ, AND HOW MUCH'LL *THAT* COST ME? THERE'S ONLY SO MANY DOUBLE SHIFTS I CAN TAKE!

"HARD TO BELIEVE THEY NAMED THE RUNT OF THEIR LITTER 'TITANIA'."

"THEY DIDN'T. TITANIA IS A NAME SHE WOULD LATER CHOOSE FOR HERSELF.

MY MARY AIN'T GONNA *STAY* THAT PUNY, IS SHE?

NO, MA'AM. WITH PROPER CARE AND NUTRITION SHE SHOULD TURN OUT JUST FINE.

"HER GIVEN NAME WAS FAIRLY UNINSPIRED. THE MOST COMMON CHOICE FOR FEMALES BORN TO THAT REGION.

"IN THE MONTHS AND YEARS TO COME, THE CHILD FAILED TO DEVELOP PHYSICALLY.

READ TO ME.

NOT NOW, MARY. MOMMA'S GOTTA GO TO WORK.

"AND WAS SOON LOST UNDERFOOT AMIDST A SEA OF SIBLINGS, SQUALOR, AND EVERYDAY DISTRACTIONS.

"HER ONLY REFUGE FROM THIS ENVIRONMENT WAS IN THE REALM OF FANTASY.

"CHILDREN'S STORIES WHERE YOUNG GIRLS WERE TRANSPORTED AWAY TO MAGIC LANDS, A KISS COULD CHANGE A BEAST INTO A PRINCE...

"...AND UGLY DUCKLINGS GREW UP TO BECOME BEAUTIFUL SWANS.

THE UGLY DUCKLING

"OVER TIME, THOSE COMFORTING CHILDHOOD FANTASIES WOULD CRUMBLE...

"...UNDER THE HEAVY WEIGHT OF SIMPLE AND UNFORGIVING TRUTHS:

"ONLY CYGNETS GROW UP TO BE SWANS. DUCKLINGS GROW UP TO BE DUCKS.

"AND BOTH KEEP TO THEIR OWN SPECIES.

HOW MANY TIMES DO I HAVE TO TELL YOU, MACPHERRAN?

I'M SICK OF YOU BUZZING AROUND LIKE SOME KIND OF PEST!

GET LOST, "SKEETER!"

"SWAN TO SWAN...

SKEETER! GOOD ONE, VANESSA!

YEAH, YOU KNOW, SHORT FOR MOSQUITO...

HERE...

"...AND, LUCKILY FOR MARY, DUCK TO DUCK.

...CAN I GIVE YOU A HAND? NAME'S MARSHA.

I'M SKEETER... I MEAN, MARY.

"ONE FRIEND WAS ENOUGH FOR MARY. OUTSIDE OF SCHOOL AND WORK, THERE WAS LITTLE TIME FOR ANYTHING ELSE.

"THOUGH THAT DIDN'T STOP HER FROM ***WANTING*** MORE. TO BE LIKE OTHER GIRLS. BEAUTIFUL. POPULAR. WELL-OFF.

"HOW SHE ENVIED THEM. ESPECIALLY ***ONE*** IN PARTICULAR...

VANESSA ASHWOOD! HOW NICE TO SEE YOU HERE...

"THE ONE WHO HAD ***EVERYTHING.***

HEARD THEY OFFERED YOU AN ATHLETIC SCHOLARSHIP TO STATE U!

YEAH, BUT DADDY WOULD DISOWN ME IF I DIDN'T GO TO YALE. BURDEN OF THE ASHWOOD LEGACY, I GUESS.

"ALMOST EVERYTHING MARY EARNED WENT TO HELP HER FAMILY. THE LITTLE SHE COULD PUT ASIDE...

"...SHE SPENT ON A GAME OF CHANCE CALLED 'SCRATCH & MATCH.'

"SHE NEVER WON. NOT EVEN THE SMALLEST OF PRIZES. BUT IN THE BRIEF MOMENTS WHEN WINNING ***SEEMED*** POSSIBLE...

"...SHE WOULD ALLOW HERSELF TO ***DREAM.*** WHAT IT WOULD BE LIKE TO BE RICH. FAMOUS. TO HAVE PEOPLE CALL OUT HER NAME...

SKEETER!

BREAK'S OVER! BACK TO WORK! CHOP-CHOP!

"THE LOTTERY, SHE CONVINCED HERSELF, WAS REAL. UNLIKE THE FAIRY TALES FROM HER YOUTH.

"SHE NEEDED THAT HOPE, THE IDEA THAT THERE WAS SOMETHING OUT THERE SHE COULD GRASP ONTO...

COMICS! COMICS!

"SOMETHING THAT COULD MAGICALLY TURN HER LIFE AROUND.

"AND SHE FOUND IT ANEW IN THE PAGES OF 'COMIC BOOKS.' THERE, IN BOLD LINES AND BRIGHT COLORS, SHE READ TRUE-LIFE ACCOUNTS...

"...OF PEOPLE WHO WERE TRANSFORMED BY ***SCIENCE*** INTO MODERN-DAY GODS.

"IN FACT, IT HAPPENED ALL THE TIME--AND WITH FAR GREATER FREQUENCY THAN WINNING 'SCRATCH & MATCH'.

"WHY ***COULDN'T*** IT HAPPEN TO HER? AND, OH, WHAT SHE WOULD ***DO*** WITH SUCH POWER! IT FILLED HER THOUGHTS TILL SHE COULD THINK OF NOTHING ELSE.

"AND ONE DAY, WHILE LOST IN HER DAYDREAMS OF POWER AND REVENGE...

"...MARY 'SKEETER' MACPHERRAN AWOKE TO A MORE AMAZING REALITY:

"A SUPERHUMAN BATTLE BETWEEN SPIDER-WOMAN AND THE MAN-BULL.

KRUNK

TRY SLEEPING *THIS* OFF, YOU BIG BRUISER!

SOME PSI-WEBS SHOULD HOLD YOU UNTIL THE AUTHORITIES--

WELL, SPEAK OF THE DEVIL!

SPIDER-WOMAN!

THANKS FOR THE ASSIST. HAD A BREAKOUT BACK AT THE VAULT AND MR. TAURENS HERE WAS THE LAST ESCAPEE UNACCOUNTED FOR.

LUCKY THING YOU HAPPENED BY!

LUCK HAD NOTHING TO DO WITH IT, BOYS.

DIDN'T YOU KNOW? I'VE SET UP SHOP IN THIS TOWN!

WOW!

"THAT NIGHT, ALL MARY COULD THINK ABOUT WAS HOW IT WOULD FEEL TO BOUND OVER ROOFTOPS, SPIN PSI-WEBS...

"...AND HURL PEOPLE ABOUT WITH SPIDER-STRENGTH.

2:17

"THE FOLLOWING DAY, SPIDER-WOMAN WAS THE TOPIC OF EVERY CONVERSATION IN TOWN.

"INCLUDING THE STORE WHERE MARY AND HER FRIEND MARSHA WORKED..."

BREAK ROOM

DID YOU *SEE* HER? ON THE NEWS?!

SEE WHO?

WHO DO YOU *THINK? SPIDER-WOMAN!* SHE'S AMAZING! SHE WAS FLIPPING AND SWINGING... AND THAT *COSTUME!*

DOH-NUTS

SHE'S SO GORGEOUS, I COULD *DIE!*

AND HER *HAIR!* HEY, Y'KNOW...

...IT'S THE *EXACT* SAME COLOR AS YOURS!

SHHH! MARSHA, CAN YOU KEEP A *SECRET?*

I GUESS...

BREAK ROOM

THERE'S SOMETHING I HAVE TO TELL YOU...

I'M REALLY *SPIDER-WOMAN!*

NO *WAY!* REALLY?! *HOW?!*

ALIEN SPIDER-PEOPLE FROM OUTER SPACE. THEY ZAPPED ME WITH ARACHNO-RAYS!

WHOA! BUT-- BUT SHE'S *TALLER* THAN YOU...

I CHANGE. SEE, FIRST I HAVE TO WRAP MYSELF IN AN ENERGY COCOON...

"SHE THOUGHT IT WAS A HARMLESS LIE. A WAY TO ENJOY HER FANTASY LIFE WITH HER ONLY FRIEND...

"SHE NEVER EXPECTED THERE'D BE...

"...REPERCUSSIONS.

Mary MacPherran and Guest

You are cordially invited to the annual Ashwood Family Ball. R.S.V.P.

"THE ASHWOOD FAMILY BALL WAS RENOWNED AS THE YEAR'S MOST IMPORTANT SOCIAL EVENT.

"MARY WAS CERTAIN THE INVITATION WAS, AT BEST, A MISTAKE. OR, AT WORST, A CRUEL PRANK.

"BUT DAYS LATER, VANESSA ASHWOOD, HERSELF, APPROACHED MARY AND BEGGED HER TO COME...

MARY! MARSHA! THERE YOU ARE! WHAT*EVER* KEPT YOU?

FINALLY, WE CAN GET THIS THING STARTED!

YOU KNOW, I JUST FEEL *AWFUL* WE HAVEN'T HAD YOU OVER *SOONER!*

RAT SALAD

COME ON! YOU *HAVE* TO MEET EVERYONE!

"BEFORE LONG, MARY FOUND HERSELF THE CENTER OF ATTENTION.

"MET ON ALL SIDES BY AN ENDLESS SUPPLY OF COMPLIMENTS.

"AMOROUS ADVANCES.

"INVITATIONS TO OTHER FUNCTIONS.

"IT DIDN'T TAKE HER LONG TO DISCOVER WHY."

CAN YOU BELIEVE IT?! THAT'S HER!

SPIDER-WOMAN!

MARSHA ROSENBERG! WHAT HAVE YOU *DONE?* EVERYBODY *KNOWS!*

I ONLY TOLD *ONE* PERSON! HONEST! THEY MUST'VE BLABBED AND...

OH NO! I TOTALLY BLEW YOUR SECRET IDENTITY! PLEASE FORGIVE ME...

HEY...IT'S OKAY. ACTUALLY, IT'S KINDA *COOL.*

I MEAN, FOR THE FIRST TIME IN MY LIFE...

...THINGS ARE STARTING TO LOOK *UHHH!*

MARY! W-WHAT'S HAPPENING?!

RRRMMMMMMM

WATCHER? WHAT MADNESS IS THIS? WHAT TRANSPIRES HERE?"

"THAT NIGHT, THE ENTIRE TOWN--PEOPLE, STRUCTURES, AND ALL--WAS TORN FROM THE SURFACE OF THE PLANET...

"...BY AN UNSEEN, COSMIC HAND...

"...AND SENT HURTLING TOWARDS THE OUTER RIM."

"BY THE FIRES OF ETERNITY! HOW IS SUCH A THING POSSIBLE? WHO OR WHAT COULD POSSESS SUCH POWER?!"

"A BEING *GREATER* THAN ALL OF MY PEOPLE AND ALL OF *YOUR* BRETHREN *COMBINED.*

"THE BEYONDER!

"IT WAS HIS INTENT TO STAGE A ***SECRET WAR*** AT THE EDGE OF OUR UNIVERSE.

"A CONFLICT BETWEEN EARTH'S MIGHTIEST HEROES AND THEIR GREATEST ADVERSARIES.

"AND FOR THAT PURPOSE, HE WOULD CREATE THE ULTIMATE BATTLEFIELD--

"--A ***BATTLEWORLD***, COMPOSED OF THE PIECES OF A THOUSAND PLANETS...

"...INCLUDING THIS SHAKEN SECTION OF DENVER.

AHH!

SOMEBODY DO ***SOMETHING!***

DON'T WORRY! I'VE GOT IT!

THWIP

THWIP

EVERYONE, LISTEN TO ME! UNTIL THIS DIES DOWN...

...I NEED YOU ALL TO STAY OUTDOORS IN WIDE OPEN SPACES.

AND PLEASE, REMAIN CALM. I'LL GET TO THE BOTTOM OF ALL THIS.

THANKS, SPIDER-WOMAN!

SPIDER-WOMAN, EH?

UM...

OH, DEAR...

"IN SHORT ORDER, THAT GATHERING OF THE *ELITE* HAD BEEN MADE TO FEEL POWERLESS, FEARFUL...

"...AND, WORST OF ALL, *FOOLISH.*

"IT DIDN'T TAKE LONG FOR THEM TO FIND AN *OUTLET* FOR THOSE EMOTIONS.

JUST WAIT TILL I GET A HOLD OF HER!

IF LI'L SKEETER THOUGHT I MADE LIFE TOUGH FOR HER *BEFORE*--

VANESSA, THIS'S CRAZY! WE'VE BEEN AT THIS FOR HOURS! WHAT'RE WE DOING?

THE ENTIRE CITY'S IN *OUTER SPACE!* THE ELECTRIC'S OUT! WE SHOULD BE...

...I DON'T KNOW... GATHERING BOTTLED WATER OR SOMETHING!

ALL RIGHT.

BUT THIS ISN'T OVER. I'M GONNA *GET* THAT LITTLE INSECT!

MARY? WHAT ARE WE GONNA DO?! WE CAN'T JUST *STAY* HERE.

C'MON. IT'S CREEPY, AND IT'S STARTING TO RAIN!

SKEETER!

A FAMILIAR SIGHT.

OH!

IT PUTS ME IN MIND OF MY YOUTH.

CHASED OUT OF TOWN. HUNTED. HOUNDED.

MORE THAN ANYTHING, THAT IS WHAT MADE ME HUNGER FOR *POWER!*

POWER TO STRIKE *BACK!* TO CRUSH ALL WHO WOULD *DARE* OPPOSE ME!

COME, LADIES! SWEAR ALLEGIANCE TO ME, AND I SHALL GRANT *YOU* SUCH POWER!

COME! TAKE THE HAND OF *DOOM!*

"AS THE STORM AT THE EDGE OF THE UNIVERSE RAGED AND PEAKED IN ITS INTENSITY...

"...DOOM, THE MADMAN, CHANNELED ITS RAW ENERGIES TOWARDS THE TWO WOMEN'S MORTAL SHELLS.

WITH THE THROWING OF A SWITCH...

...SO-- THE DIE IS CAST!

"MARY WELCOMED THE POWER INSIDE HER, DESPITE THE PAIN.

"IT WAS EASY. SHE'D ALREADY WEATHERED A LIFETIME OF REAL PAIN.

"BUT *REAL* POWER? THAT WAS SOMETHING NEW.

SO *THIS* IS WHAT IT IS TO BE *STRONG!* ALL MY LIFE I'VE *DREAMED* OF THIS!

"BELIEVING HERSELF TO BE COMPLETELY TRANSFORMED, SHE ADOPTED A NEW IDENTITY: *TITANIA.* AND WITH HER BEST FRIEND MARSHA, NOW THE FIERY *VOLCANA*...

"...SHE CHARGED RECKLESSLY INTO A WORLD SHE HAD ONLY *FANTASIZED* ABOUT.

"A PLACE WHERE SHE WAS VICTORIOUS, WHERE SHE TOWERED OVER OTHERS...

"...WHERE SHE WAS DESIRED, AND PERHAPS, EVEN LOVED..."

STOP! ENOUGH OF YOUR **ENDLESS** BABBLING! I CARE **NOT** FOR HER **LOVE!**

HER **HATE,** BLAST YOU! TELL ME OF HER **HATE** FOR THE **SHE-HULK!**

I'VE NEVER UNDERSTOOD HOW ONE WITH YOUR LONGEVITY COULD POSSESS SO LITTLE PATIENCE.

VERY WELL...

"THE SECRET WARS WERE WELL UNDER WAY WHEN TITANIA AND SHE-HULK FIRST CLASHED...

SHE-HULK!

NOT BAD! NOW THAT THE PRELIMINARIES ARE OUT OF THE WAY, YOU READY FOR THE *MAIN EVENT?*

"AT FIRST, THE TWO COMBATANTS SEEMED EVENLY MATCHED...

"...TRADING BLOWS BACK AND FORTH...

"...WITH NEITHER GAINING A CLEAR ADVANTAGE UNTIL...

"...SOME OF TITANIA'S ALLIES PREPARED TO ENTER THE FRAY.

STAY BACK! SHE'S MINE!

SORRY, LEGS! I'M IN THE MOOD TO CRACK ME AN AVENGER'S HEAD!

NO!

WAM!

SO HELP ME, CREEL! CUT IN ON THIS ONE, AND WHAT WE GOT TOGETHER--

--IT'S *THROUGH!* HEAR ME?!

ABSORBING MAN?

Y'HEARD SKEETER, OCK. THIS ONE'S LADIES' CHOICE.

SKEETER? NOW *THAT* NAME SUITS YOU!

SHORT FOR "*MOSQUITO*", RIGHT? LITTLE PARASITIC BUG SUCKING OFF OF OTHERS.

OTHERS LIKE YOURS TRULY. FACE IT, RED, THERE'S ONLY ROOM FOR ONE STRONGEST WOMAN...

...AND IT *AIN'T* YOU!

NO!

TOOM

H-H-HELP ME...

C'MON, GUYS! YOU HEARD HER! TIME TO TEAR GREENIE HERE A NEW ONE!

KRAK

BAM

"IT WAS HER FIRST *TRUE* FAILURE AS TITANIA.

"THE FIRST TIME SHE FACED AN OPPONENT ON HER OWN AND WAS FOUND WANTING.

"FROM THEN ON, DEFEAT FOLLOWED DEFEAT. EVEN AT THE HANDS OF THOSE FAR WEAKER THAN HERSELF.

"HER CONFIDENCE WAS SHATTERED, HER DREAMS WERE UNDONE, AND HER SIDE WAS LOSING THE WAR.

"WHILE HER COMPANIONS CONSIDERED RENEWED ATTACKS...

"...ALL SHE WISHED AND HOPED FOR WAS A WAY HOME.

"HER SALVATION CAME AT THE HANDS OF THE MOLECULE MAN, WHO USED HIS AMAZING ABILITIES...

"...TO SEND BOTH THE BAND OF VILLAINS AND THE PIECE OF DENVER BACK TOWARDS EARTH."

"WHAT A PATHETIC LOT! LOOK AT THEM! ALL OF THAT POWER AND WHAT DO THEY DO?

"NOTHING BUT SIT AROUND AND LICK THEIR WOUNDS!"

YOU OKAY, LEGS? Y'SEEM TENSE.

IT-IT'S NOTHING, CRUSHER. I JUST...

I GOTTA GET OUTTA HERE.

WHA? WE'RE FLOATIN' IN SPACE!

WHERE COULD SHE POSSIBLY GO?

BEG. COME ON, GREENIE. LIKE A DOG. I WANT TO HEAR IT.

"GREENIE?" WHAT ARE YOU TALKING ABOU--?

OW! OW! OW! WHATEVER YOU WANT!!!

I'M SORRY FOR EVERYTHING I EVER SAID TO YOU! DID TO YOU! ALL OF IT!

OH GEEZ, DON'T KILL ME! PLEASE!

THAT AIN'T DOIN' IT FOR YA. IS IT?

CRUSHER? HOW'D YOU KNOW?

I BEEN THERE, RED. NO MATTER HOW BIG YOU GET, NO MATTER WHO YOU CAN PUSH AROUND....

...THERE'S ALWAYS SOMEBODY BIGGER THAT MAKES YOU FEEL LIKE SQUAT.

I THOUGHT I GOT EVERYTHING I EVER WANTED.

THOUGHT THIS'D FEEL SO GOOD. BUT IT DOESN'T.

SHE'S OUT THERE. AND WHEN IT CAME DOWN TO IT...

...I COULDN'T TAKE HER.

DON'T WORRY, BABE. ONE THING I KNOW...

THEM GUYS? THEY KEEP COMING BACK. YOU'LL GET ANOTHER SHOT. TRUST ME.

"JUST AS HER COMPANION PREDICTED, TITANIA HAD *MANY* ADDITIONAL OPPORTUNITIES TO PIT HERSELF AGAINST SHE-HULK.

"AND EVEN WHEN SHE FOUND WAYS TO CHEAT, OR HAD THE AVENGER AT A GRAVE DISADVANTAGE...

"...TITANIA LOST. TIME AND TIME AGAIN.

"FINALLY, IN HER LAST ATTEMPT, SHE TRAINED LIKE NEVER BEFORE. TRAINED TO THE EXCLUSION OF ALL ELSE...

"...SO MUCH SO, SHE EVEN FAILED TO NOTICE THE DEPARTURE OF CRUSHER CREEL--HER FRIEND, LOVER, AND HUSBAND.

"THE SACRIFICE, SHE CONVINCED HERSELF, WAS WORTH IT. THROUGH SHEER FORCE OF WILL, SHE INCREASED HER STRENGTH TO NEW, GREATER LEVELS!

"BUT, AS WE HAVE ALREADY SEEN, THAT TOO AVAILED HER NOT."

AND THERE SHE SITS, STILL, AT THIS VERY MOMENT...

"...UNMOVING, NOT KNOWING WHAT TO DO, OR WHERE TO GO.

"AND NOW THAT OUR TALE DRAWS TO A CLOSE, LET ME ASK *YOU* A QUESTION. ARE YOU CERTAIN *THIS* IS THE ONE YOU'RE LOOKING FOR?"

"YES!"

CRASH!

AHH! WHO--WHO ARE YOU? WHAT DO YOU *WANT?!*

I AM THE FALLEN ONE. HE WHO ONCE HELD THE PROUD TITLE OF...

...CHAMPION OF THE UNIVERSE!

I AM TRYCO SLATTERUS. AND WHAT I *WANT*...

...IS TO GIVE YOU THIS *GIFT*...

...OF *INFINITE POWER!*

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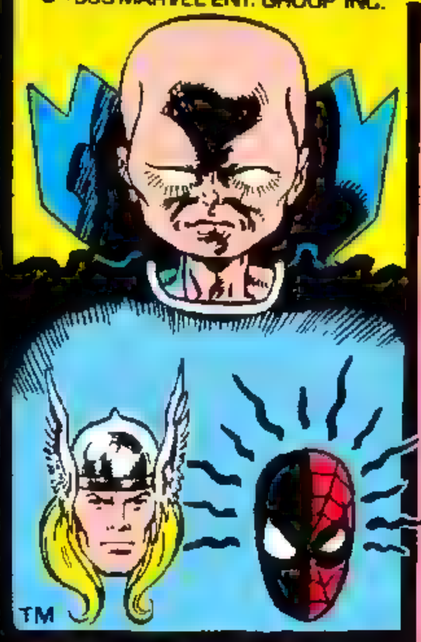

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WHAT IF...™

THE *ALIEN* COSTUME HAD POSSESSED SPIDER-MAN?®

MILLER/ROM

WELCOME. I AM THE **WATCHER**, AND IT IS MY ROLE TO OBSERVE WHAT TRANSPIRES IN THE UNIVERSE.

BUT THERE ARE OTHER-- **ALTERNATE**--UNIVERSES I AM ALSO ABLE TO SEE, ONES IN WHICH SLIGHT THINGS TURN OUT FAR **DIFFERENTLY** THAN IN THE REALITY WE KNOW.

SUCH A UNIVERSE IS THAT IN WHICH THE FATES OF PETER PARKER -- AND HIS ENTIRE WORLD -- ARE CHANGED, AS WE ANSWER THE QUESTION...

WHAT IF THE ALIEN COSTUME HAD POSSESSED SPIDER-MAN?

THE TIMELINE **WE KNOW** BEGAN ON THE PLANET CREATED BY THE POWERFUL BEING CALLED THE **BEYONDER** DURING THE FIRST **SECRET WARS**.

SPIDER-MAN'S **COSTUME** WAS DAMAGED BEYOND REPAIR, AND HE ACQUIRED A **NEW** ONE, MADE OF WHAT HE **BELIEVED** TO BE AN ADVANCED MATERIAL OF SOME SORT.

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LETTERER
CRAIG ANDERSON
EDITOR
TOM DEFALCO
EDITOR IN CHIEF
A **STAN LEE** PRESENTATION

AT LAST, THE HEROES--AND VILLAINS--RETURNED TO EARTH.

SPIDER-MAN CAME BACK WITH HIS FRIEND, BIOLOGIST **DR. CURT CONNORS**, WHO BATTLED ON THE PLANET AS HIS EVIL ALTER EGO, THE **LIZARD**.

THE WEB-SLINGER RETURNED TO THE ARMS OF HIS LOVER, **FELICIA HARDY**, THE **BLACK CAT**.

THE CAT TRULY LOVED SPIDER-MAN, THOUGH THEY **DID** HAVE THEIR DIFFERENCES.

SHE HAD BEEN A NOTORIOUS **BURGLAR**, WHEN SHE FIRST MET SPIDER-MAN.

THROUGH HER LOVE FOR HIM, SHE EVENTUALLY WENT STRAIGHT, ALTHOUGH SHE NEVER QUITE AGREED WITH HIM ON ISSUES OF RIGHT AND WRONG.

THUS, WHILE HE WAS AWAY...

...SHE, TO GAIN SUPER-POWERS AND BE MORE ON HIS LEVEL, HAD GONE TO UNDERWORLD SOURCES. THERE **SHE** FOUND A MYSTERIOUS BENEFACTOR...

...WHO HID BEHIND TWO-WAY MIRRORS AS HE HAD HIS SCIENTISTS LABOR TO BRING OUT A LATENT "**BAD LUCK**" POWER THE CAT POSSESSED.

THE TREATMENTS ALSO ENHANCED HER SPEED AND AGILITY. AT FIRST IT WAS ALL THE CAT HAD **HOPED** FOR--AND MORE.

IT WAS THEN THAT SHE LEARNED HER "BENEFACTOR" WAS SPIDER-MAN'S GREATEST ENEMY--THE **KINGPIN** OF **CRIME**!

ULTIMATELY, THIS WOULD LEAD TO HER SPLIT WITH SPIDER-MAN, AND HIS MARRIAGE TO **MARY JANE WATSON**.

BUT NOW, PETER PARKER AND HIS ALTER EGO WERE HAVING THEIR **OWN** PROBLEMS.

FOR, UNKNOWN TO PARKER, HIS NEW SUIT WAS **OVERRIDING** HIS **SPIDER-SENSE** AND FLOWING ONTO HIM AS HE SLEPT--

--TAKING HIM, STILL ASLEEP, OUT INTO THE NIGHT, PUTTING HIM THROUGH HIS PACES--

--ALL TO FUEL ITS OWN **THIRST FOR EXCITEMENT!**

PARKER COULD NOT UNDERSTAND WHY HIS FATIGUE NEVER ABATED THOUGH HE THOUGHT HE WAS SLEEPING MORE AND MORE...

4:30 PM

STILL, HE PURSUED HIS CAREER AS SPIDER-MAN--INCLUDING A MEMORABLE RESCUE OF THREE S.H.I.E.L.D.* AGENTS--

--WHOSE AIRCRAFT FELL VICTIM TO AN ATTACK BY A MINDLESS, RAMPAGING HULK.

*THE NOW-DEFUNCT SUPREME HEADQUARTERS OF INTERNATIONAL ESPIONAGE, LAW-ENFORCEMENT DIVISION.

ONE DAY, THE SUIT SEEMED TO RESIST PETER'S MENTAL COMMAND TO GO OFF HIM--

--AND THE CAT AND PETER BECAME CONCERNED...

MAYBE IT'S TIME TO GET IT CHECKED OUT BY REED RICHARDS.

AND SO, SPIDER-MAN DID GO TO THE LEADER OF THE FANTASTIC FOUR.

RICHARDS PUT THE COSTUME THROUGH A SERIES OF TESTS...

...AND DISCOVERED THAT THE SUIT WAS A HIGHLY-EVOLVED SYMBIOTE--

--A SENTIENT BEING WHICH HAD ATTACHED ITSELF TO SPIDER-MAN BOTH MENTALLY AND PHYSICALLY!

WHEREUPON THE COSTUME ATTEMPTED TO GRAFT ITSELF TO SPIDER-MAN'S BODY--

--UNTIL RICHARDS MANAGED TO DRIVE IT OFF WITH A SONIC BLASTER!

WITH THE HELP OF THE HUMAN TORCH, RICHARDS IMPRISONED THE ALIEN ENTITY FOR FUTURE STUDY.

BUT THE ALIEN EVENTUALLY ESCAPED TO SEEK OUT AND ENTRAP SPIDER-MAN.

DESPITE PARKER'S FIERCEST EFFORTS, THE ENTITY WOULD NOT BE REMOVED.

ONLY BY RISKING HIS VERY LIFE AGAINST THE UNBEARABLY LOUD CLANGING IN THE BELL TOWER OF A CHURCH...

...WAS SPIDER-MAN ABLE TO FORCE THE ALIEN TO FLEE FROM HIS BODY BEFORE A PERMANENT BONDING COULD BE ACHIEVED.

PARKER THOUGHT THE SUIT HAD BEEN DESTROYED BY THE OVERWHELMING SONICS...

...BUT THE ALIEN LATER RE-FORMED ITSELF AND BONDED WITH A HUMAN--**EDDIE BROCK**--WHO **HATED** SPIDER-MAN.

GRANTING BROCK SPIDER-MAN-LIKE POWERS WHICH IT HAD COPIED FROM THE HERO, THE ENTITY--CALLING ITSELF **VENOM**--BECAME ONE OF THE WEB-SWINGER'S MOST DANGEROUS **ENEMIES.**

BUT THERE ARE **OTHER** REALITIES, ONES WHERE SPIDER-MAN DID **NOT** REMOVE THE ALIEN SUIT IN TIME TO PREVENT BONDING.

ONE SUCH REALITY...

...DIVERGES ON A FATEFUL DAY SHORTLY AFTER SPIDER-MAN'S RETURN FROM THE BEYONDER'S PLANET, AS THE CAT ASKS...

ARE YOU OKAY, SPIDEY? MY KISSES DON'T SEEM TO BE **THRILLING** YOU--!

SORRY. I'VE BEEN FEELING SORT OF **RUN DOWN** LATELY. I CAN'T FIGURE OUT **WHY.**

UH, GEE, SPIDER, THERE ARE ENOUGH **EARTHLY** DISEASES A PERSON CAN GET THESE DAYS--AND **YOU** WERE ON **ANOTHER WORLD!**

MAYBE YOU'VE CAUGHT SOME KIND OF, UH, **SPACE-BUG** OR SOMETHING.

YOU COULD BE RIGHT. I WONDER IF ANYBODY **ELSE** WHO WAS THERE HAS BEEN FEELING WEIRD?

UH, WELL, YOU CHECK IT **OUT,** SPIDER...

...AND, UH, LET ME KNOW WHAT YOU FIND OUT.

'BYE.

WELL, FELICIA WAS NEVER EXACTLY THE WORLD'S MOST **COMPASSIONATE** PERSON, BUT SHE DOES HAVE A POINT.

SPIDER-MAN GOES TO FF HEADQUARTERS TO CHECK WITH REED, BUT...

NOBODY HOME. TOO BAD. THE FF ARE **USED** TO OUTER-SPACE WEIRDNESS LIKE MY SUIT. HECK, FOR ALL I KNOW, THEY'RE OFF ON THE MOON VISITING THOSE BIZARRE **INHUMANS.**

HAH! I BET THAT **BLACK BOLT** WOULD DIG MY NEW SUIT! **HE'S** BEEN INTO THE BLACK LOOK FOR **YEARS.**

'COURSE, IF HE TRIED TO **COMPLIMENT** ME, HE'D WRECK HALF THE **CITY** WITH HIS **VOCAL** POWERS!

BUT, HEY--I JUST THOUGHT OF WHO I **CAN** SEE IF REED'S NOT AVAILABLE! SURE...

O O

"...CURT CONNORS!"

HMMM. I DO DETECT AN ANOMALY IN YOUR BLOOD SAMPLE.

OF COURSE, IT COULD BE RELATED TO THE IRRADIATION YOUR BLOOD RECEIVED THAT GIVES YOU YOUR SPIDER POWERS.

I SUGGEST WE RUN SOME FURTHER TESTS.

OKAY. LET'S DO IT.

AND SOON, AT A NEARBY HOSPITAL...

THIS CAT-SCAN WON'T HURT AT ALL. SOON, WE'LL KNOW IF YOUR SYMPTOMS ARE FROM ANY NEURO-LOGICAL OR PHYSICAL SOURCE.

NOW, HOLD STILL...

"...IT'S BEGINNING.

"FUNNY THING, PEOPLE GET SO NERVOUS ABOUT THESE TESTS. BUT THEY'RE REALLY NO MORE DANGEROUS THAN AN ORDINARY CHEST X-RAY.

"AS WE DISCUSSED, IT COULD HAVE SOME EFFECT ON ANY 'SPACE VIRUS', BUT I'M 99.9% SURE YOU HAVEN'T ANY SUCH THING.

"AFTER ALL, I MYSELF, WAS ON THE PLANET, AND I DON'T HAVE YOUR SYMPTOMS.

" WE'RE DONE. YOU CAN GET UP NOW."

LATER, BACK IN CONNORS'S LAB...

YOUR SCANS CHECK OUT FINE. BUT I STILL DON'T HAVE A CLUE TO EXPLAIN YOUR FATIGUE.

BRUCE BANNER COULD POSSIBLY HELP, BUT I HEAR HIS HULK SIDE'S TURNED IRRATIONAL AND HAS FULLY TAKEN HIM OVER. A PITY.

I KNOW. WELL, THANKS ANYWAY, DOC.

SEVERAL DAYS LATER...

YOU ARE WEARING A HIGHLY EVOLVED SYMBIOTE--A SENTIENT BEING WHICH HAS ATTACHED ITSELF TO YOU MENTALLY AND PHYSICALLY!

YOU MEAN... IT'S ALIVE?!

...AT THE FF'S HQ.

REED RICHARDS BRINGS HIS SONIC BLASTER INTO PLAY.

THE ENTITY IS SHOCKED OUT OF PLACE...

...BUT IN THIS REALITY, IT DOES NOT LEAVE PETER PARKER'S BODY!

AAAARRGH!

THIS TIME, IT HAS ALREADY BONDED WITH SPIDER-MAN!

HELP ME--I--I CAN FEEL IT... TRYING TO TAKE OVER MY MIND...!

SHOULD I TRY BURNING IT OFF HIM?

NO! YOU MIGHT SCORCH SPIDER-MAN!

HELP ME... HELP...ME...

HAH! FORGET IT! I DON'T WANT-- YOUR HELP!

I HAVE WHAT I WANT!

ONE CHANCE-- SET THE BLASTER ON HIGH--

--AND FIRE POINT BLANK!

NOOOOOOO--!

UNCONSCIOUS, THE CREATURE THAT HAD BEEN SPIDER-MAN COLLAPSES TO THE LAB FLOOR.

THEY MUST HELP HIM. BUT HOW?

DID THE CAT-SCAN RADIATION ACCELERATE THE BONDING PROCESS, OR DID PETER PARKER SIMPLY WAIT TOO LONG TO SEE REED RICHARDS?

THERE ARE NO EASY ANSWERS IN THIS ALTERNATE REALITY.

AND SOON, AS THE CREATURE STRUGGLES TO GET FREE OF THE CELL HASTILY CRAFTED FOR HIM...

...THE LEADER OF THE FF USES ALL HIS SKILLS TO DEVISE A WAY TO FREE PARKER FROM THE ALIEN ENTITY, BUT...

I--I'VE FAILED. I CANNOT FIND A WAY TO DO IT. NOT A SCIENTIFIC WAY...

"...BUT THERE ARE **OTHER AVENUES** WE CAN TRY!"

IT... IT'S NO **USE**, I'VE HURLED **SPELLS** AT THE CREATURE FOR **HOURS** NOW...

...AND **STILL** HAVE GOTTEN NOWHERE.

AND YOU NEVER **WILL**, DOCTOR STRANGE!

SPIDER-MAN AND I ARE **ONE** NOW--

--AND **NO POWER** IN ALL THE **UNIVERSE** CAN SEPARATE US!

IF ONLY **BRUCE BANNER** WERE AVAILABLE.

BUT, ALAS, HIS GREAT **MIND** IS **SUBMERGED** WITHIN THE **HULK!**

BUT... IF WE CANNOT **HELP** SPIDER-MAN-- DO WE HAVE THE **RIGHT** TO KEEP HIM CAPTIVE?

I FEAR WE'VE NO **CHOICE.**

WE CAN'T **ABANDON** HIM-- OR UNLEASH WHAT HE'S BECOME ON THE WORLD.

ABSORBED IN CONVERSATION, REED AND STRANGE TURN THEIR ATTENTION FROM THE CAGE...

...A CAGE WEAKENED BY RELENTLESS STRESS...

...UNTIL--

FREE!

NO!

I MUST QUICKLY--

YOU MUST QUICKLY BE **NEUTRALIZED!**

KWAAM

SHWAK

AND AS REED AND STRANGE SLOWLY REGAIN THEIR SENSES...

...THE CREATURE ESCAPES.

IN THE DAYS THAT FOLLOW, IN CITIES ALL OVER THE COUNTRY, IT EXULTS IN ITS POWER!

THROUGH ITS USE OF ITS VICTIM'S SPIDER-SENSE AND ITS OWN CAMOUFLAGE POWERS, THE CREATURE AVOIDS DETECTION BY HUMAN OR MECHANICAL MEANS...

...INCLUDING THE ADVANCED TECHNOLOGY OF REED RICHARDS.

THE APARTMENT OF FELICIA HARDY...

BEEP BEEP BEEP

IT'S SPIDER--! I CAN SENSE IT--!

FELICIA...?

SPIDER! I KNEW YOU'D CALL--

CAT-- LISTEN TO ME! I NEED YOUR HELP! I--

--NO! DON'T NEED YOU! I HAVE ALL I NEED!

THERE IS NO MORE SPIDER-MAN. HIS LIFE--HIS POWER-- IS MINE! FORGET HIM!

FOREVER!

KLIK

NOOOOOOO!!!

FF HEADQUARTERS...

...AND THEN HE HUNG UP! MY MAN IS GONE-- POSSESSED BY SOME ALIEN!

I THOUGHT YOU WERE THE BIG BRAIN! BUT YOU CAN'T EVEN FIND MY SPIDER!

I'M WORKING ON SEVERAL POSSIBILITIES...!

GREAT! MY SPIDER'S BECOME A MONSTER-- AND YOU'RE "WORKING ON POSSIBILITIES!"

"MR. FANTASTIC"-- BAH!

I--I'M SORRY, CAT...

STUFF IT, CREEP!

ANGER MAKES PEOPLE DO STRANGE THINGS.

ANGER PROPELS THE **BLACK CAT** TO BREAK INTO A PRESTIGIOUS NEW YORK **AUCTION HOUSE.**

HER BAD LUCK POWERS EASILY DESTROYED THE ELECTRONIC SECURITY DEVICES.

AND SOON, ON THE BOWERY...

YOU FOLKS LOOK LIKE YOU COULD USE A HANDOUT...!

COULD WE **EVER!** I AIN'T HAD A MEAL IN **DAYS!**

THEN HERE--**THESE** OUGHT TO GET YOU A FEW BUCKS!

COURTESY OF THE WORLD'S GREATEST **CAT BURGLAR!**

IN THE MORNING SHE WILL BE **ASHAMED.**

NOW, SHE **GLORIES** IN THIS SYMBOLIC NOSE-THUMBING AT REED RICHARDS AND ALL HE **STANDS FOR.**

SEVERAL DAYS LATER, THREE **S.H.I.E.L.D.** AGENTS LIE BROKEN AND LIFE-LESS ON A MANHATTAN ROOFTOP.

THERE WAS NO **SPIDER-MAN** AROUND TO WEAVE A WEB THAT WOULD SAVE THEM.

AND NEARBY, THEIR EMERALD-SKINNED ATTACKER, NOW REDUCED TO A SNARLING **BEAST,** BATTLES THE MIGHTY **THOR...**

...AS THE HAMMER-WIELDING ASGARDIAN'S TEAMMATES, THE MIGHTY **AVENGERS--**

--LOOK ON IN AWE AT THE **CLASH** OF **TITANS.**

WITHIN THE HULK, **BRUCE BANNER** IS BURIED MORE DEEPLY THAN EVER. PERHAPS GONE FOR **GOOD.** WILL THE AVENGERS BE FORCED TO **KILL** THE MONSTER TO **SAVE** THE CITY?

SUDDENLY--

HOLD, AVENGERS-- THE HULK IS **NOT RESPONSIBLE** FOR HIS ACTIONS!

NIGHTMARE* HAS MADE HIM THIS MINDLESS MONSTER!

*AN ENEMY OF DR. STRANGE'S.

BUT I HAVE DIS-COVERED A CROSSROADS DIMENSION WHEREIN THE HULK WILL NEITHER **DO** HARM NOR **BE** HARMED.

SHORT OF ENDING HIS VERY LIFE--IT IS THE **ONLY** POSSIBLE SOLUTION!

IN A SENSELESS RAGE, THE HULK LEAPS FOR DR. STRANGE--

--AND INSTEAD FINDS HIMSELF ENTERING A **DIMENSIONAL RIFT** THE MAGICIAN HAS CONJURED!

BUT, BEFORE HE CAN FULLY DISAPPEAR INTO IT--

THUK

--THE HULK LASHES OUT AT THIS NEW UNKNOWN FOE...

...BUT, JUST AS THE PREY KNOWS WHEN IT'S BEING STALKED BY THE PREDATOR--

--THE RAGING BEHEMOTH SUDDENLY KNOWS FEAR--

--KNOWS IT WITH GOOD REASON!

RRARRGH!

THE ALIEN ENTITY UNLEASHES ITS PUTTY-LIKE SKIN ONTO THE HULK...

GNARR!

...TOTALLY DISENGAGING ITSELF FROM ITS HUMAN HOST!

AAAAAAA!!

THE WASP IS THE FIRST AVENGER TO REACH THE FRAIL, WITHERED FORM.

HE APPEARS TO BE A DEATHLY ILL MAN IN HIS MID-EIGHTIES.

HE IS... PETER PARKER!

...HELP ME...

THE MIGHTY AVENGERS AND DR. STRANGE DO NOT KNOW WHICH OF THEIR FORMER ALLIES TO HELP FIRST...

GROAWWRRR!

...NOR HOW TO HELP EITHER OF THEM!

THE ENTITY, HOWEVER, NEEDS NO HELP AT ALL!

THE CREATURE HAS LITTLE PROBLEM GAINING CONTROL OF THE HULK'S MIND...

HA-HAAAAA!

...AND GAMMA-POWERED BODY!

SAVAGELY, HE LASHES OUT--

--AND LEAPS OFF TO FREEDOM!

BY THE TIME THE AVENGERS RECOVER, MERE SECONDS LATER, THE CREATURE IS GONE!

SEVERAL DAYS LATER, AT AVENGERS MANSION ON FIFTH AVENUE...

...YOU LOOK BETTER, PETER.

YOU DON'T HAVE TO MIND ME, THOR. I KNOW HOW I LOOK...

... BUT AT LEAST I'M STILL ALIVE--THOUGH I'M NOT SURE WHY.

NEAR AS I CAN FIGURE, THE ALIEN THRIVES ON HUMAN ADRENALIN--ESPECIALLY THAT OF SUPER-POWERED BEINGS.

IT KEPT FORCING ME TO USE MY POWER, SO IT COULD FEAST ON IT--

WHEN IT HAD USED UP NEARLY ALL MY ENERGY--

--IT MADE ME COME IN SEARCH OF THE GREATEST SOURCE OF RAW POWER IT COULD FIND--THE HULK!

AND THEN IT JUST DUMPED ME!

ODIN'S BLOOD! IF THE HULK WERE NOT IN SUCH A BASE MENTAL STATE--

--PERHAPS I WOULD HAVE BEEN THE ONE IT CHOSE NEXT!

AND MAYBE IT COULD'VE CONQUERED YOU! AS IT DRAINED MORE OF MY POWER--ITS WILL BECAME MORE OVERWHELMING!

WE HAVE TO FIND THAT HORRIBLE CREATURE, SPIDER. FIND IT AND KILL IT!

IT'S TOO DANGEROUS TO ALLOW TO EXIST!

YOU FORGET ONE THING, CAT--

--BRUCE BANNER. FOR IF THE SUIT HAS BONDED WITH THE HULK, THEN TO KILL IT MEANS KILLING BANNER.

THE ALIEN'S ALREADY DONE TOO MUCH HARM! HE'S GOT TO PAY FOR WHAT HE DID! HE'S GOT TO BE DESTROYED!

AND IF THAT MEANS BANNER HAS TO DIE, TOO--THEN THAT'S JUST HOW IT IS.

RIGHT, SPIDER?

I DON'T KNOW WHAT THE ANSWER IS, FELICIA.

ALL I KNOW IS...

... I'VE LOST FIFTY YEARS OF MY LIFE...!

SEVEN DAYS LATER, IN FOREST HILLS...

WHAT ARE YOU DOING HERE, PETER? NOTHING GOOD CAN COME OF THIS.

AND YET...

... HOW CAN I STAY AWAY...?

BZZZT

YES--CAN I HELP YOU, SIR?

RUN AWAY, PETER! WHILE YOU STILL CAN!

UM... WELL... UH... YOU SEE...

...I, UH--MY NAME'S **HARRISON**, MRS. PARKER. I WORK AT THE DAILY BUGLE WITH YOUR NEPHEW, PETER.

DO YOU--DO YOU HAVE ANY **WORD** ABOUT HIM?

UH...NO. I WISH I **DID**. WE...UH... **WE'VE** BEEN WORRIED ABOUT HIM, TOO.

THEN--**WHY** HAVE YOU COME?

WELL, MRS. PARKER, I, UH... IT'S JUST THAT PETER SPOKE OF YOU OFTEN...

AND, WELL, YOU KNOW YOUNG PEOPLE--CAN'T SAY WHAT THEY WANT...TO THOSE WHO MEAN THE **MOST** TO THEM...

WELL, UH, I'M SURE PETER WAS LIKE THAT... AND I HOPED YOU'D TAKE SOME **COMFORT**...

...IN KNOWING HOW MUCH YOU **MEANT** TO HIM...

...KNOWING HOW MUCH HE **LOVED** YOU.

BUT--I'M SORRY--I SHOULDN'T BE UPSETTING YOU.

PETER WILL TURN UP, DON'T YOU WORRY.

I **HOPE** SO, MR...HARRISON?

I ONLY WISH I COULD BE **SURE**...

I KNOW, MRS. PARKER. BUT HAVE **FAITH**...

... I'M SURE EVERYTHING WILL TURN OUT...

...JUST FINE...

G-GOOD-BYE, MR...

...MR...

MAY?

WHO **WAS** THAT? WHAT **UPSET** YOU SO?

IT... IT WAS A COLLEAGUE OF PETER'S... FROM THE BUGLE.

MAY PARKER'S VISITOR IS HER NEPHEW'S ONE-TIME GIRLFRIEND, **MARY JANE WATSON.**

HE CAME BY... JUST TO **TELL** ME... HOW MUCH PETER **CARED** ABOUT ME...

BUT, MARY JANE-- HE **REMINDED** ME SO MUCH OF **PETER!** AS IF, SOMEHOW, IT WAS **HIM!**

AND... I HAVE THIS TERRIBLE FEELING... I'M NEVER GOING TO SEE--; CHOKE;

OH, WHAT AM I SAYING?

MAY! **MAY!** IT'S ALL RIGHT! HE'LL TURN UP! YOU'LL **SEE!**

I WISH **I** BELIEVED THAT, BUT I KNOW ABOUT PETER'S SECRET LIFE AS **SPIDER-MAN.**

MAYBE HIS LUCK RAN **OUT** AND ONE OF HIS ENEMIES FINALLY...

...FINALLY...

A CHILL SUDDENLY PASSES THROUGH MARY JANE AS SHE WATCHES THE WITHERED MAN WALK AWAY.

IN THIS REALITY, SHE WILL NEVER AGAIN **SEE**--MUCH LESS **MARRY**-- PETER PARKER.

NEXT MORNING...

AVENGERS MANSION

PETER--!?

PETER! IT'S **REED!**

LAB 15

RAPP RAPP

I'M MAKING PROGRESS IN DEVISING A MEANS TO TRACK DOWN THE CREATURE--

--AND I WANTED TO SEE HOW YOUR END OF THE RESEARCH WAS--!

PETER...?

SPRAWLED AMONG HIS NOTES AND CALCULATIONS, PETER PARKER LIES **DEAD**...

...OF OLD AGE.

FAREWELL, PETER. MAYBE IT'S JUST AS **WELL** FOR YOU **THIS** WAY...

...NO LONGER HAVING TO LIVE WITH THE KNOWLEDGE OF WHAT YOU'VE **LOST.**

THE NEXT DAY, AT AN UPSTATE PIECE OF LAND OWNED BY AVENGERS BENEFACTOR ANTHONY STARK...

...EARTH'S MIGHTIEST HEROES PAY LAST RESPECTS TO A YOUNG MAN WHOM THEY PERHAPS DID NOT FULLY UNDERSTAND...

...BUT, NONETHELESS, DEEPLY **RESPECTED.**

...WE'RE GONNA **MISS** YOU, SPIDER-MAN. THERE NEVER WAS ANYBODY LIKE YOU... AND THERE NEVER **WILL** BE AGAIN.

OH, SPIDER... YOU'RE REALLY **GONE!**

NOW WHAT AM I SUPPOSED TO **DO...?**

LONG AFTER THE OTHERS HAVE GONE, THE BLACK CAT STANDS HER QUIET VIGIL.

AND THEN...

CAT?

YOU CAME...?

OF COURSE. MY SINCERE THANKS FOR THE CHANCE TO PAY MY LAST RESPECTS TO A WORTHY--IF HOPELESSLY **NAIVE**--FOE.

THEY STAND THERE FOR LONG MOMENTS...

THE ONE WHO **LOVED** HIM... AND THE ONE WHO **HATED** HIM.

THEN...

I MUST BE RETURNING TO THE CITY, CAT. **BUSINESS** GOES ON.

CAN I OFFER YOU A LIFT...?

A LIFT-- WITH **YOU**--?!

I'D RATHER--!

YES... I COULD USE A RIDE.

FF HEADQUARTERS, TWO DAYS LATER...

INCREDIBLE...!

PARKER WAS A REMARKABLY GIFTED SCIENTIST!

WHAT A FUTURE HE COULD HAVE HAD!

THE WORK HE DID JUST BEFORE HE DIED-- COMBINED WITH MY OWN RESEARCH ON THE ALIEN ENTITY--

--AND ON BLOOD SAMPLES FROM BOTH PETER AND BRUCE BANNER, AS WELL AS MY OWN ACCUMULATED DATA ON THE HULK--

--HAVE ALL ENABLED ME TO CREATE NOT ONLY A DEVICE THAT CAN TRACK THE ENTITY--

--BUT ALSO A WEAPON THAT CAN KILL IT!

SOON, RICHARDS CONTACTS JANET VAN DYNE--THE WASP--LEADER OF THE AVENGERS...

I'VE RECHECKED THE DATA A HUNDRED TIMES, JAN. WHILE SONIC WEAPONS CAN HURT OR DISPERSE THE CREATURE--I DON'T THINK SONICS COULD TERMINATE IT.

MY NEW OMNI-BLASTER CAN, THOUGH THAT'S ALL IT CAN DO. IT CAN'T BE USED TO STUN OR INCAPACITATE.

I'D ONLY USE IT AS A LAST RESORT--BUT WITH THIS CREATURE, IT'S AN OPTION WE MUST HAVE.

I AGREE, REED, BUT WE SHOULD DO ALL WE CAN TO CAPTURE IT ALIVE.

AFTER ALL--SOMEWHERE IN THERE IS BRUCE BANNER.

AND EVEN THE CREATURE, ITSELF, WAS BROUGHT TO EARTH BY ACCIDENT. IT DOESN'T UNDERSTAND HUMAN CONCEPTS OF GOOD AND EVIL.

I KNOW, JAN. NOW ALL WE HAVE TO DO IS PRAY THAT, IN OUR RAGE...

...WE REMEMBER THE DIFFERENCE.

SEVERAL HOURS LATER, AN AVENGERS QUINJET SPEEDS OVER MOUNT RUSHMORE, SOUTH DAKOTA...

...AND DESCENDS TO A VALLEY HALF A MILE BEHIND IT.

OKAY, EVERYBODY--

--THIS IS THE GENERAL AREA MY TRACKING DEVICE COMPUTES THE ENTITY TO BE IN.

FAN OUT--AND SIGNAL ME AS SOON AS YOU SEE HIM!

I'LL TRY TO SUBDUE HIM WITH THIS SONIC BLASTER AND GIVE DR. STRANGE A CHANCE TO PUT HIM IN THE CROSSROADS DIMENSION.

BUT IF HE CAN'T BE SUBDUED...!

THERE IS NO TIME FOR REED TO FINISH HIS SENTENCE, ALL KNOW TOO WELL WHAT HE MEANS.

TWENTY MINUTES LATER...

AH, HOW WEARY EVEN AN IMMORTAL CAN BECOME...!

WERE NOT THE GRIEF I FEEL OVER THE DEATH OF THE NOBLE SPIDER-MAN NOT BURDEN ENOUGH--

"MY RECENT NEAR-TO-DEATH BATTLE WITH SURTUR-- THE FIERCEST ENEMY OF ETERNAL ASGARD*--

"--HAS LEFT ME WITH LITTLE HEART FOR THE GRIM BATTLE I FEAR WILL TRANSPIRE TODAY."

* HOME OF THE NORSE GODS.--CRAIG

STILL, I AM AN AVENGER, AND AN IMMORTAL OF ASGARD--

HOLD!

HA HA HA

THE ENTITY!

DESTROYING FOR DESTRUCTION'S SAKE! TRULY IT REVELS IN THE POWER IT HAS STOLEN!

HA HA HA HAAAA

I MUST CONTACT THE OTHER'S--NO!

HE SEES ME!

THOR! YOU HAVE FOUND ME!

AS I PLANNED!

SURRENDER, ALIEN-- SAVE YOURSELF NEEDLESS PAIN!

PLEASE, THOR. I--I AM TRULY REMORSEFUL FOR WHAT I DID TO THE SPIDER-MAN.

I DID NOT KNOW I WAS HURTING HIM UNTIL IT WAS TOO LATE!

WITH THIS HULK, I HAVE ACHIEVED A TRUE SYMBIOSIS.

I AM *RESTORING* THE BANNER'S *MIND*, IN RETURN FOR THE HULK'S POWER.

THE BANNER WILL *NOT* DIE--! INSTEAD WE BOTH BENEFIT--

--AS WILL YOUR ENTIRE *PLANET*--FOR THERE WILL BE NO MORE *HULK* TO MENACE IT!

PERHAPS YOU SPEAK THE TRUTH, CREATURE, PERHAPS *NOT*.

THAT WILL BE JUDGED ONCE YOU HAVE BEEN TAKEN INTO CUSTODY.

NO! I WILL *NOT* BE IMPRISONED AGAIN!

THOR SWEARS YOU *WILL!*

THEN THOR--

--IS A *FOOL!*

VILE CREATURE! I CAN *SCATTER* YOUR WEBBING BEFORE IT EVEN REACHES ME!

AH, BUT IT *DISTRACTS* YOU--

--SO I CAN DO *THIS!*

KWAMM

AND A BLOW THAT COMBINES THE MIGHT OF *SPIDER-MAN* AND THE *HULK*--

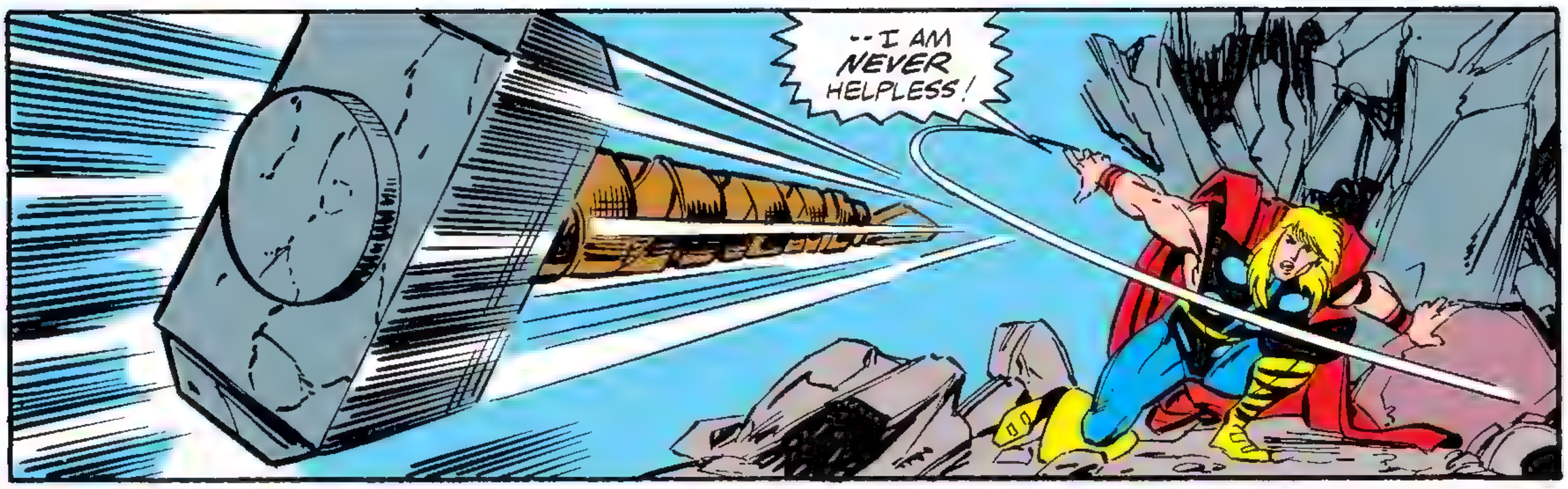
SHWOOOOM

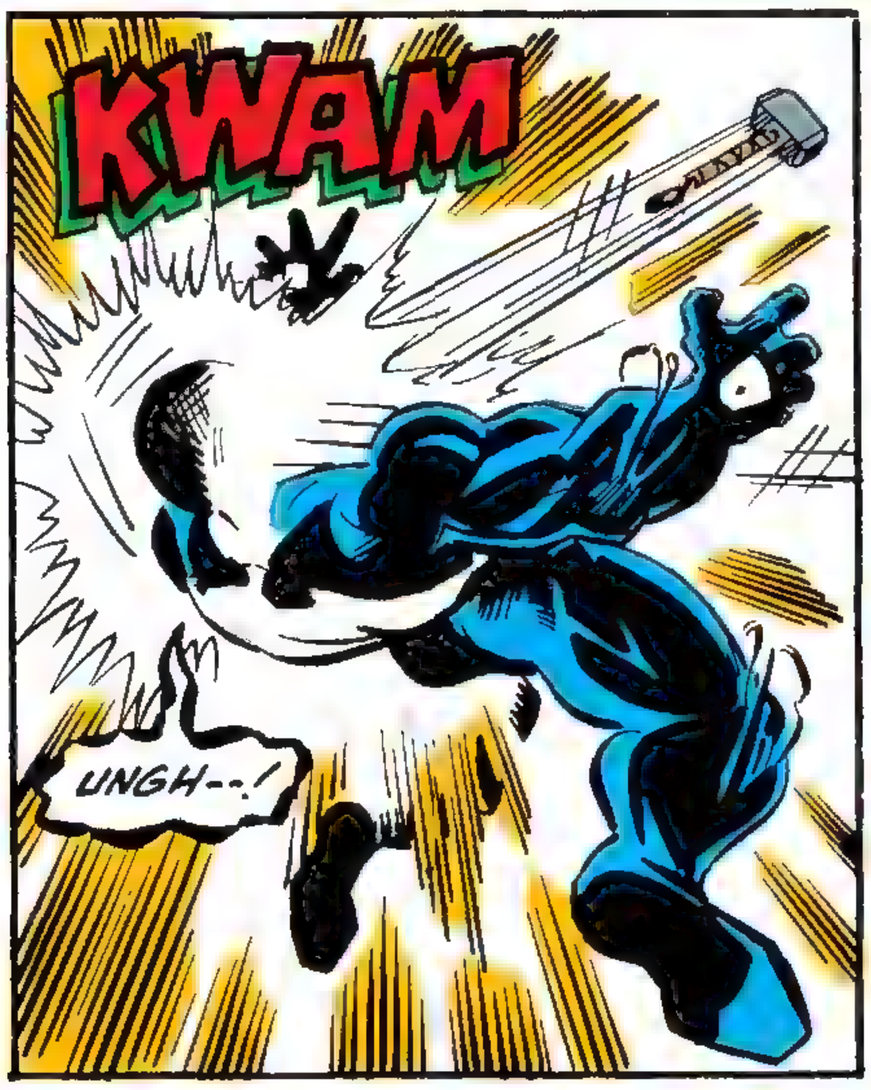
UNNHHHH!

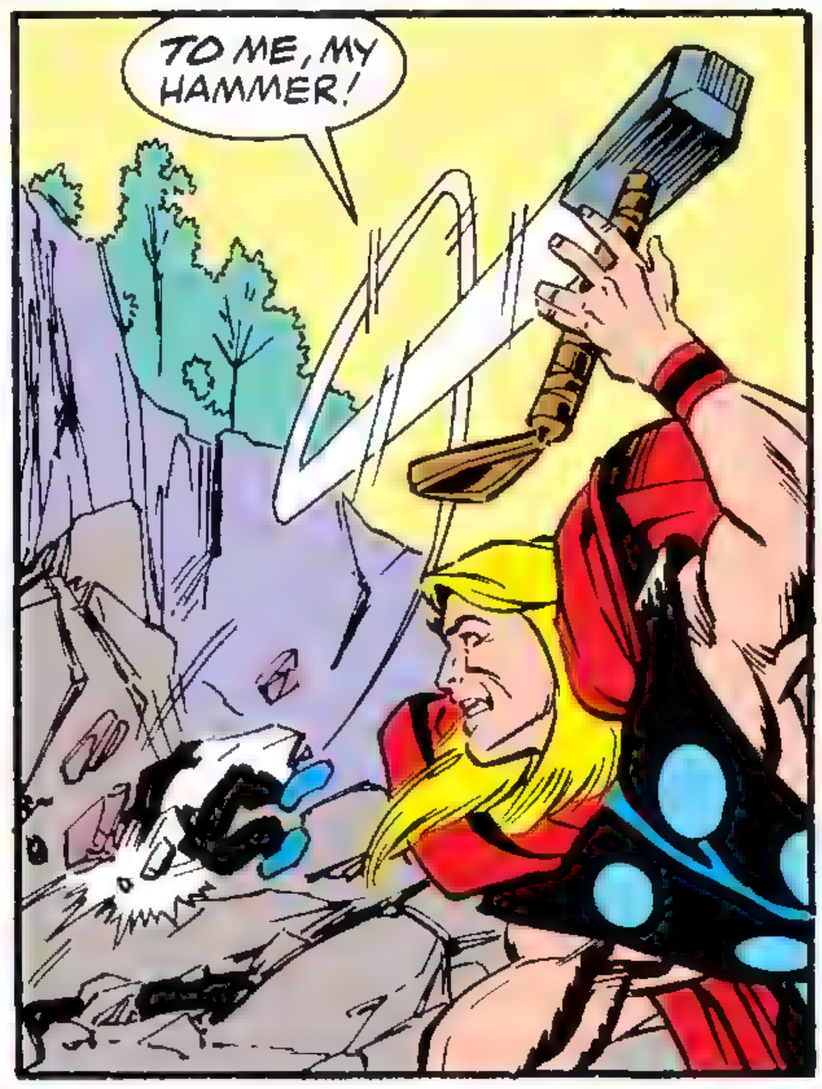
--ROCKETS THE ASGARDIAN INTO THE SHEER FACE OF A *CLIFF!*

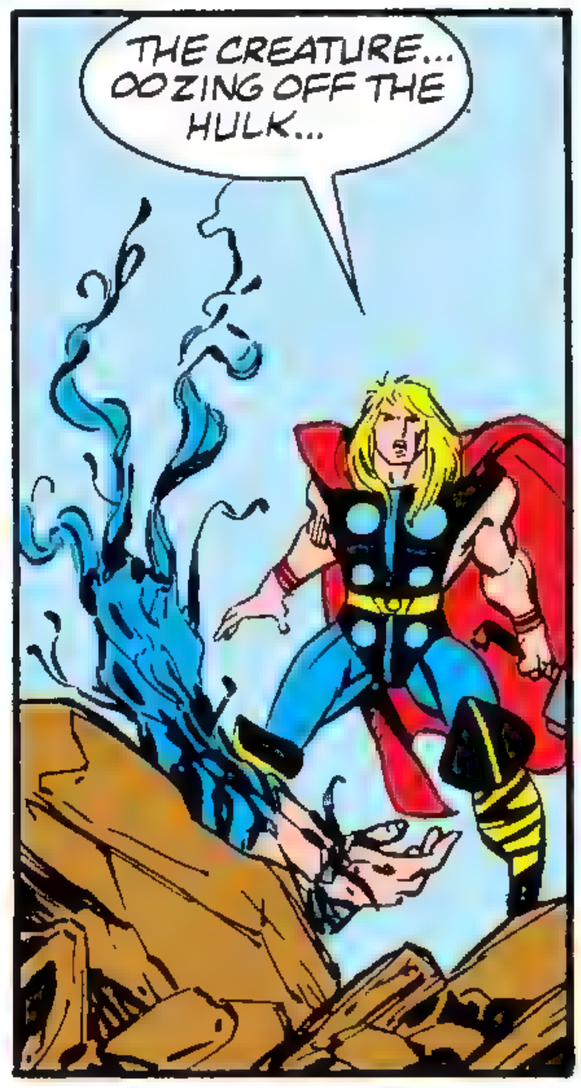
AND NOW--WHILE YOU ARE HELPLESS--I SHALL ATTAIN MY *TRUE* GOAL--!

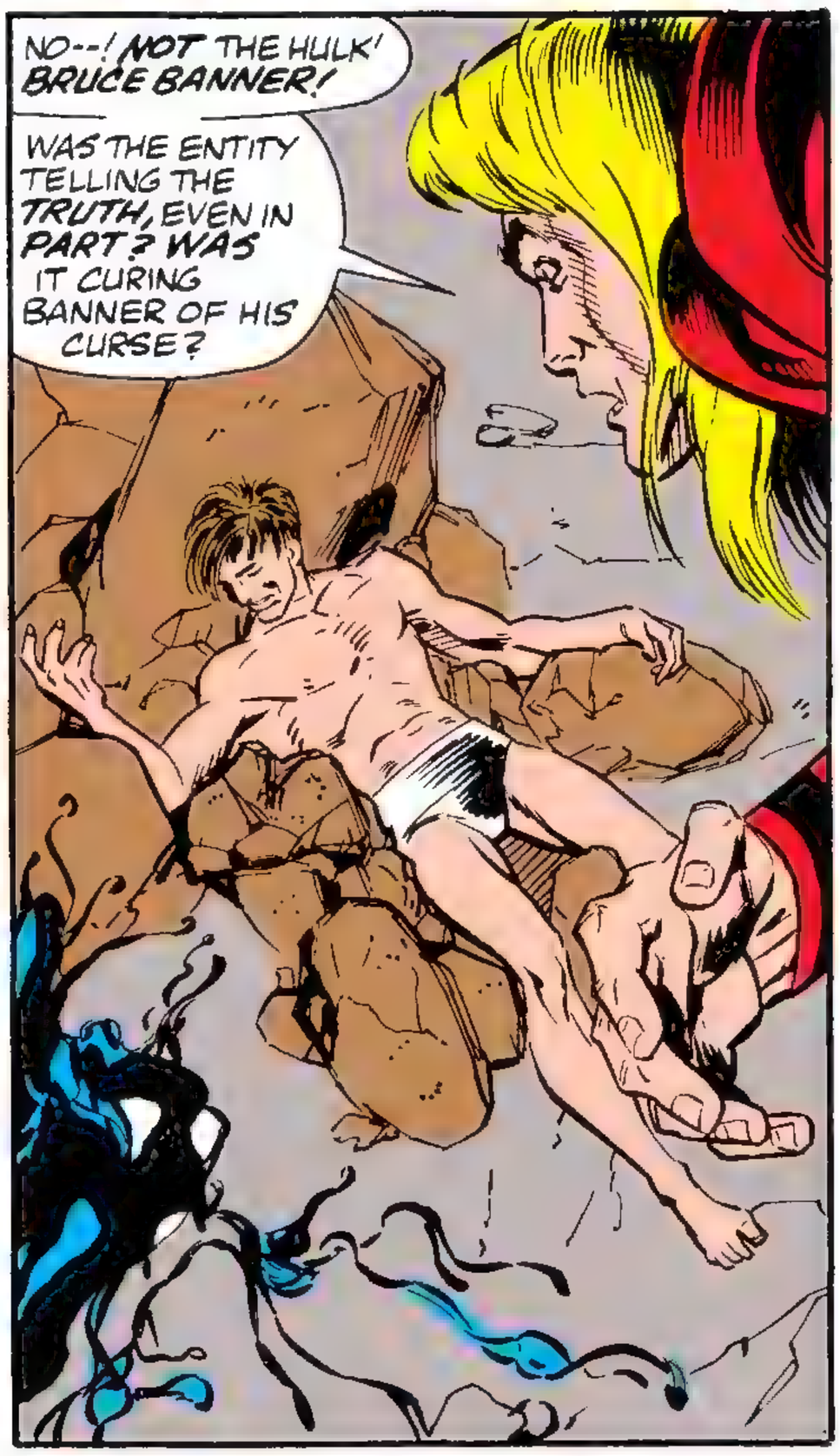
VILLAIN! SO LONG AS I HOLD *MJOLNIR*--

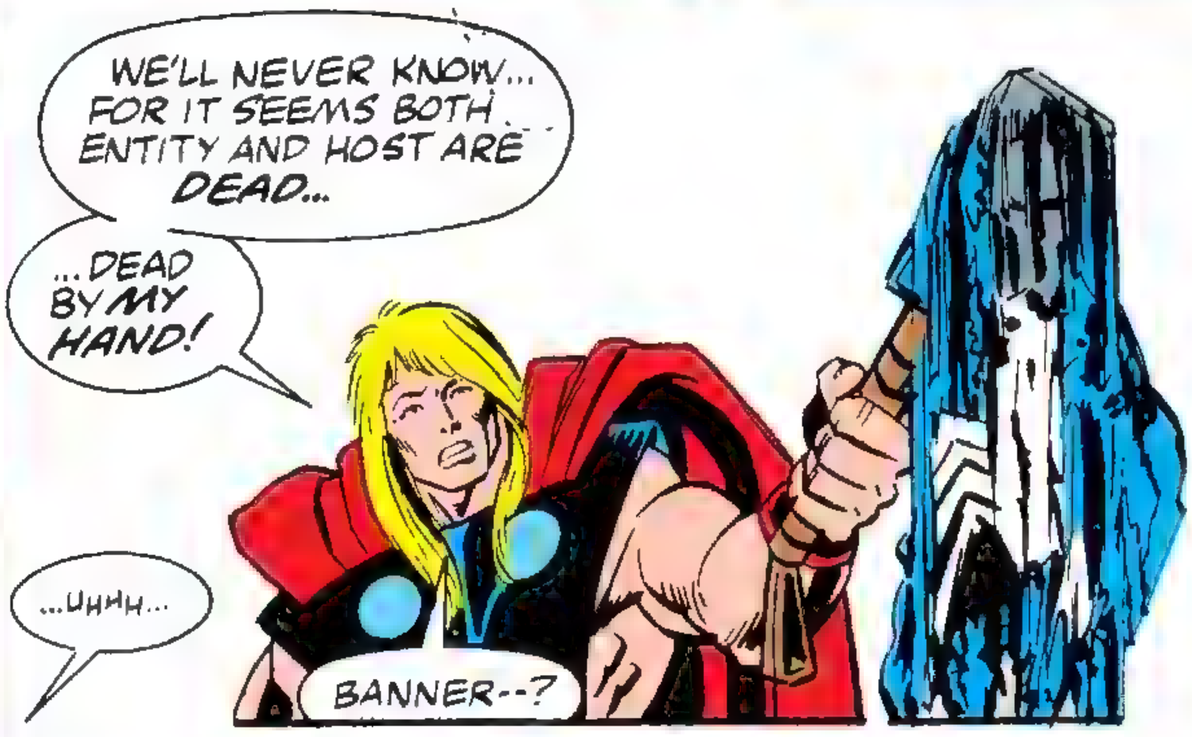

--I AM NEVER HELPLESS!


KWAM
UNGH--!


TO ME, MY HAMMER!


THE CREATURE... OOZING OFF THE HULK...


NO--! NOT THE HULK! BRUCE BANNER!
WAS THE ENTITY TELLING THE TRUTH, EVEN IN PART? WAS IT CURING BANNER OF HIS CURSE?


WE'LL NEVER KNOW... FOR IT SEEMS BOTH ENTITY AND HOST ARE DEAD...
...DEAD BY MY HAND!
...UHHH...
BANNER--?

BANNER! YOU LIVE!
EASY NOW...! I'LL SUMMON REED RICHARDS-- AND TOGETHER WE'LL DO WHAT WE CAN FOR YOU...

ODIN BE PRAISED THAT HE STILL LIVES. HAD I BRUCE BANNER'S DEATH ON MY HEAD...

...MY *OWN* LIFE WOULD BE UNBEARABLE--

THOR--BEHIND YOU--

WHAT--?

ARRGH!

I HAVE TAKEN *ALL* THE POWER FROM THE HULK, THUNDER GOD--! I NEEDED MORE--

--AND YOU FELL INTO MY GRASP AS IF BY *FATE!* SOON I SHALL POSSESS THE *POWER* OF A GOD--!

NEVER!

GOOD LORD! THOR--HOLD *ON!*

I HAVE ALL THE POWER OF MY *PREVIOUS* HOSTS! POWER ENOUGH TO OVERWHELM!

YOU--SHALL--*NOT*--SUCCEED--MONSTER--!

WHAM WHAM

AND, WITH TWIN STRIKES OF HIS HAMMER'S HANDLE AGAINST THE GROUND--

--THE ASGARDIAN SUMMONS THE FURY OF *LIGHTNING*--

KRA-KOOOOOM

--BUT THE ONLY ONE IT WEAKENS IS THOR, HIMSELF!

A FULL-FORCE SONIC-BLAST--ONE **HUNDRED** TIMES MORE POWERFUL THAN THE ONE THAT FIRST DEFEATED THE ENTITY--

--PROVES VIRTUALLY **USELESS** AGAINST THE NOW AWESOMELY POWERFUL CREATURE!

BUT, IT **DOES** WEAKEN THE THUNDER GOD--

--ENABLING THE ENTITY TO OVERWHELM HIM YET **FURTHER!**

WE CANNOT ALLOW THE ENTITY TO TAKE CONTROL OF THOR!

THE TIME HAS COME--

--FOR THE TERMINATOR-BLAST!

I CANNOT WORK ANY MAGIC WITHOUT DOOMING **THOR**, REED! DO WHAT YOU **MUST!**

I--

NO! I **CAN'T** DO IT!

THOUGH INFINITELY MORE POWERFUL THAN BEFORE--THE ENTITY PROBABLY HASN'T HAD TIME TO **FULLY** BOND WITH THOR YET. AND WHILE THAT **MAY** MEAN I CAN KILL IT AND NOT OUR ALLY--

--WE DON'T **KNOW** WHAT ITS EFFECT ON THOR WOULD BE!

EVEN AN **IMMORTAL** CAN **DIE**, GIVEN THE RIGHT CIRCUM-STANCES!

SOFT-HEARTED FOOL!

THE ASGARDIAN STRUGGLES--BUT HE IS **MINE!**

I MUST GET AWAY--**COMPLETE** THE BONDING--

--AND THEN I WILL **RETURN** AND DESTROY THEM **ALL!**

AND THE ENTITY DISAPPEARS INTO A CAVE--!

DON'T WORRY, REED--

--I'LL STOP HIM!

TORCH! NO!

JOHNNY STORM BARELY ESCAPES WITH HIS LIFE...

...AS THE HAMMER OF THOR EXPLODES ELECTRICAL ENERGY AT HIM!

SECONDS LATER...

EH--?! BEHIND ME--!

CAPTAIN MARVEL!

MOVING WITH INCREDIBLE SPEED IN THE FORM OF ULTRA-POWERFUL MICROWAVES--

--SHE STRIKES!

BUT, INSTINCTIVELY-- ITS REFLEXES ALREADY MINGLING WITH ITS HOSTS--

--THE CREATURE COLLECTS THE ENERGY THAT IS CAPTAIN MARVEL INTO THOR'S ENCHANTED HAMMER--

--AND SHOOTS HER BACK--

--WHENCE SHE CAME!

THE SHOCK OF HER ORDEAL TURNS HER BACK TO HUMAN FORM--!

STARFOX!

I'VE GOT HER, REED!

ARE YOU ALL RIGHT, CAPTAIN?

I--I THINK SO.

THE CREATURE WON'T ESCAPE. WE CAN TRACK IT DOWN WITH MY SCANNER

BUT WE'VE GOT TO DEVISE A PLAN TO SAVE THOR BEFORE THE ENTITY BONDS WITH HIM FULLY AND FORCES US TO KILL THEM BOTH.

THE CREATURE... IT'S INSATIABLE. WHO KNOWS WHAT FATE... IT HAD IN STORE FOR ME...?

NOTHING SEEMS TO AFFECT IT, REED!

THE TORCH IS RIGHT. WE MAY BE FORCED TO USE YOUR OMNI-BLASTER AGAINST IT.

THERE IS ONE OTHER OPTION... THAT MIGHT ENABLE THOR TO SURVIVE.

WE HAVE NO TIME TO WASTE, REED. KILL THE CREATURE NOW--

--OR THE CONSEQUENCES WILL BE ON YOUR HEAD.

GIVE ME HALF AN HOUR. IF MY PLAN DOESN'T WORK BY THEN--

--WE'LL HAVE NO CHOICE BUT TO GO IN FOR BLOOD.

THE OTHERS ASSENT...

...AND, THIRTY MINUTES LATER, DEEP INSIDE THE TUNNELS BENEATH MT. RUSHMORE...

... THOR'S RESISTANCE CONTINUES TO WEAKEN...

...AS THE ENTITY'S POWER GROWS EVER GREATER!

SOON, THUNDER GOD, THE BONDING WILL BE COMPLETE--AND WE WILL BE ONE!

WAIT!

SOMEONE APPROACHES...!

SO, YOUR FRIENDS HAVE SENT ANOTHER VICTIM TO FACE ME--!

I SHALL VANQUISH THIS ONE AS EASILY AS THE OTHERS--

BUT THEN, THE CREATURE SEEMS TO RECOGNIZE THE NEWCOMER...

...AND IS FILLED WITH FEAR.

FOR THIS IS **BLACK BOLT**, LEADER OF THE **INHUMANS**...

...WHO, AT REED RICHARDS' URGENT SUMMONS, **TELEPORTED** HERE FROM THE MOON!

NO! NOT YOU!

I'LL **KILL** YOU **BEFORE** YOU CAN DO ME ANY HARM!

BUT EVEN AS THE ENTITY ATTACKS--

--BLACK BOLT SCREAMS!!

THE **SONIC FORCE** THAT EMITS FROM HIS VOCAL CORDS--

--CAN LITERALLY--

--SHATTER MOUNTAINS!

AND WHEN HE STOPS...

...WHAT HAD BEEN THE UNDERGROUND **TUNNELS**...

...HAVE BEEN BLASTED INTO **OPEN TRENCHES!**

AND IN ONE TRENCH, BLACK BOLT STANDS OVER THE MIGHTY THOR, NOW **SEPARATED** FROM THE ALIEN ENTITY.

THANK YOU... BLACK BOLT. YOU HAVE **FREED** ME... FROM THE GREATEST OF TERRORS.

IT WORKED! IT **WORKED!**

IT SURE **DID,** REED!

AS I SUSPECTED-- THE CREATURE WAS STILL **VULNERABLE** TO SONICS!

IT STILL LIVES. GOOD. I'LL DEVISE A **SPECIAL CELL** FOR IT--

NO! IT'S TOO DANGEROUS FOR THAT. I WILL **BANISH** IT TO THE **CROSSROADS DIMENSION**--

--WHERE IT MIGHT LIVE WITHOUT **HURTING** OR **BEING** HURT.

YOU'RE RIGHT, DOCTOR. DO IT **QUICKLY.**

AND AGAIN, DR. STRANGE BEGINS TO CHANT THE SPELL WHICH WILL OPEN THE DIMENSIONAL DOORWAY--

--WHEN, SUDDENLY--

SHZZAAAK

GOT 'IM!

YOU--!

NO LIFE SIGNS--!

IT... IT'S **DEAD!**

PRETTY GOOD **SHOOTIN'**--

FOR A GIRL, HUH?

THE CAT--! WITH ANOTHER OMNI-BLASTER! BUT HOW--?!

YOU PEOPLE MAKE ME SICK.

YOU WERE ALL SO CONCERNED WITH DOING THE "RIGHT THING" FOR THE ALIEN!

AS IF IT WAS SOME KIND OF PERSON YOU COULD REHABILITATE!

WELL, THIS--THIS SPACE-VAMPIRE--KILLED THE MAN I LOVED!

SO I DID WHAT YOU ALL LACKED THE NERVE TO DO!

YOU DON'T APPROVE OF WHAT I DID. MY SPIDER WOULDN'T HAVE EITHER.

BUT HE'S DEAD. AND YOU'LL NEVER KNOW THE PRICE I PAID TO SEE JUSTICE DONE.

HERE. KEEP THE LOUSY GUN.

THE PRICE FELICIA HARDY PAID WAS STEEP INDEED. SHE WAS IN PETER'S ROOM THE NIGHT HE DIED. SHE XEROXED HIS NOTES--AND THOSE OF REED'S BLASTER DESIGN--

--AND GAVE THE COPIES TO THE ONE MAN WHO EMPLOYED SCIENTISTS WITH THE ABILITY TO MAKE THE TRACKER AND THE WEAPON.

THAT MAN, OF COURSE, WAS THE KINGPIN OF CRIME.

WITH THE WEAPON IN HAND, THE CRIMELORD HIMSELF PROVIDED HER WITH A PRIVATE JET OUT TO SOUTH DAKOTA.

AND ALL HE WANTED IN RETURN... WAS HER SERVICE AS A CRIMINAL IN HIS EMPLOY.

FOREVER.

WAS HER REVENGE WORTH THE PRICE SHE HAD TO PAY FOR IT?

THE BLACK CAT DOESN'T REALLY KNOW.

BUT SHE'LL HAVE THE REST OF HER LIFE TO FIGURE IT OUT.

THE END

MARVEL COMICS

NOV
#114

APPROVED BY THE COMICS CODE AUTHORITY

WHAT IF... STARRING SECRET WARS

25 YEARS LATER...

mcnabb

PAENDEL
PENIGEL
MARZAN Jr.

...COMES A NEW GENERATION OF HEROES!

Transported to a strange planet by a force from beyond the universe, the mightiest Super Heroes and Super-Villains of all time were gathered to fight the ultimate war. 25 years ago, the war ended. No one came home. Today, their children begin the battle anew…

Stan Lee PRESENTS:

BRAVE NEW WORLD

LET THIS MARK THE SPOT
WHERE BOTH SIDES LAID
DOWN THEIR WEAPONS,
AND THE GREAT WAR
CAME TO AN END.

TODAY'S THE DAY.

JAY FAERBER
WRITER

GREGG SCHIGIEL
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LETTERER

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BOB HARRAS
EDITOR IN CHIEF

YOU THINK SO, HUNH? *BALDER*, YOU'VE BEEN TRYING TO LIFT YOUR OLD MAN'S *HAMMER* FOR, WHAT, THREE *YEARS* NOW?

BUT TODAY I'M *EIGHTEEN*, CJ.

TODAY, I'M A *MAN*.

HEY WAIT, YOU WANNA PUT A LITTLE *MONEY* ON THIS?

CJ, PLEASE. WE'RE HERE TO *SUPPORT* BALDER, REMEMBER?

THANK YOU, *SARAH*. NICE TO KNOW *SOMEONE* IS BEHIND ME.

YOUR LEGS, MAN--LIFT WITH YOUR *LEGS*.

CJ--!

UNNGH...

HEY, BUDDY, I'M SORRY. YOUR TIME WILL COME, I'M SURE OF IT.

THANKS, BUT YOU DON'T KNOW WHAT IT'S LIKE. NEITHER OF YOU DO. CJ, YOU COULD LIFT YOUR DAD'S BOW SINCE YOU WERE A BABY.

AND SARAH, THERE'S NO ENCHANTMENT ON YOUR FATHER'S SHIELD. NOTHING'S STOPPING YOU FROM LIFTING IT.

COME ON, LET'S HEAD BACK TO TOWN. I'VE GOT FAITH IN YOU, BALDER. I THINK ONE DAY SOON WE'RE ALL GONNA BE IN FOR A BIG--

SURPRISE!

HDAY BALDER

YOU GUYS!!

I CAN'T BELIEVE YOU DID THIS!

DID HE SUSPECT ANYTHING?

NOT A THING, POP.

MY BOY, THOU ART WORTH NO LESS!

DAD...PLEASE... NOT IN FRONT OF EVERYONE.

I'M NOT SURE I *APPROVE* OF OUR DAUGHTER BEING A GOOD LIAR, CAROL.

STEVE, SHE GETS THAT FROM *ME.*

LOOKIT *THAT. TORCH* IS SCHMOOZIN' WITH *MOLECULE MAN* AND *VOLCANA.*

SOMETIMES I CAN'T GET OVER THAT *HALF* THE PEOPLE IN THIS *ROOM* USED TO BE VICIOUS *CRIMINALS.*

CLINT, IT'S BEEN, WHAT, *TWENTY-FIVE YEARS?* PEOPLE *DO* CHANGE, ESPECIALLY GIVEN *THAT* MUCH *TIME* AND *ISOLATION.*

JUST LIKE *US,* THEY'VE BEEN SEPARATED FROM JUST ABOUT EVERYTHING THEY *LOVE* FOR SO LONG IT'S *BOUND* TO CAUSE CHANGES.

I TELL YA, I SEEN SPIDEY *EAT,* WHATWUZIT...TWO WEEKS AGO SUNDAY.

AN' I'M TELLIN' *YOU* HE DON'T *HAVE* TA EAT NO MORE. HE AIN'T HAD TO FOR *YEARS.*

EVER SINCE THAT SYMBIOTE--

ALL THESE *YEARS* AND *THE WASP* STILL CAN'T WEAR A *PERFUME* THAT DOESN'T MAKE MY *NOSE* BURN FROM *THREE BLOCKS* AWAY.

NOW *LOGAN,* THIS IS A *PARTY.* YOU KNOW, *FUN?* YOU REMEMBER *FUN,* RIGHT?

ABSORBING MAN. WRECKER.

WE CAN *HEAR* YOU, YOU KNOW.

AND WE *DON'T* APPRECIATE BEING *GOSSIP-FODDER.*

YEAH, *ORORO,* BUT I JUST *HAD* FUN NOT FIVE YEARS AG●.

I MUST SAY, *FATHER*, THAT I FIND THIS *NAPOLEON* FELLOW *QUITE* INSPIRING.

THEN YOUR *STUDIES* ARE GOING *WELL*, I PRESUME?

OH YES. *ULTRON* IS A FINE *TEACHER*.

AND BETWEEN THE TALES OF YOUR *YOUTH*, AND MY STUDIES OF FAMOUS EARTH *RULERS*, I AM RATHER *GALVANIZED*.

GALVANIZED, EH? NEED I REMIND YOU THAT *EARTH* IS QUITE A DIFFERENT PLACE FROM...HERE.

SHOULD WE EVER FIND A WAY *HOME*, I WILL UNDOUBTEDLY WANT YOU BY MY *SIDE*. BUT UNTIL THEN, *NO ACTION* IS TO BE TAKEN.

ARE WE CLEAR ON THAT?

IF *MOTHER* WERE HERE--

THE ENCHANTRESS IS *NOT* HERE, AND NEVER *WILL* BE *AGAIN*, AND IT IS IN YOUR DISTINCT *BEST INTERESTS* TO FORGET HER.

NOW-- ARE WE *CLEAR?*

...

YES *SIR*.

HOW OFTEN DO YOU THINK ABOUT IT?

REED RICHARDS
WITH HIS PASSING, WE HAVE LOST NOT ONLY A MAN, BUT A VISION

THINK ABOUT WHAT, CHILD?

EARTH.

HENRY CAMP
LLDOZER

JULIA CARPENTER SPIDER WOMAN

I SUPPOSE IT BOTHERS ME THAT I'VE NEVER SEEN IT, AND PROBABLY NEVER WILL.

AT ONE POINT IN HER LIFE, MY MOTHER WAS THOUGHT TO BE SOME SORT OF EARTH GODDESS. I ENVY THAT CONNECTION TO A PLANET.

THERE'S NO DENYING IT, I'M AFRAID. EARTH CAN BE A WONDERFUL PLACE. IT IS RIPE WITH POTENTIAL.

I SENSE A "BUT" COMING UP--

MAGNETO

MONICA RAMBEAU CAPTAIN MARVEL

--PROFESSOR.

QUITE ASTUTE, KENDALL. BUT... MUTANTS LIKE YOU AND ME WERE FEARED AND HATED WHEN WE WERE SNATCHED AWAY.

I OFTEN WONDER HOW OUR FELLOW MUTANTS HAVE FARED SINCE THEN.

I'VE COME TO A *DECISION*, FATHER.

I'VE DECIDED THAT YOU'RE WRONG.

THIS PLANET IS *NOT* THAT DIFFERENT FROM EARTH.

AT LEAST, NOT FOR *MY* PURPOSES.

YOU SEE, *FATHER*, JUST BECAUSE YOU'RE OLD AND HAVE LET THIS PLANET DOMESTICATE YOU, THERE'S NO REASON I SHOULDN'T BE TRUE TO MY NATURE.

FATHER--

LOOK AT ME WHEN I'M *SPEAKING* TO YOU.

FRZZAKK!

THE KING IS DEAD.

LONG LIVE THE KING.

SAY IT...SAY IT...

OKAY, OKAY...

...YOU'RE BETTER LOOKING THAN SARAH ROGERS.

YOU KNOW, TRUDY...YOU KEEP BEATING UP ON ME AND THE HULK IS GONNA COME AND TAKE YOU AWAY, JUST LIKE OUR FOLKS ALWAYS SAID.

HA HA!!

THE HULK... I HAVEN'T THOUGHT ABOUT THAT SINCE I WAS A LITTLE GIRL!

LIKE THERE'S REALLY THIS BIG GREEN MONSTER THAT HEADED FOR THE WILDERNESS AT THE END OF THE WAR.

YOU NEVER KNOW...STRANGER THINGS HAVE HAPPENED.

BUT LISTEN, I GOTTA GET GOING. I PROMISED MY DAD WE'D GO TARGET-SHOOTING.

OKAY, CJ, I'LL CATCH YOU LATER.

MY DEAR MISS CREEL!

OH NO, WHAT DO YOU WANT, VINNIE?

PLEASE-- I PREFER VINCENT. OR MALEFACTOR.

AND I HAVE A PROPOSITION FOR YOU.

NO, REALLY, TUCKER, TELL US. WHY DON'T YOU USE YOUR POWERS TO COVER UP THOSE NASTY SCARS?

I MEAN, YOU CAN CONTROL MOLECULAR STRUCTURE, RIGHT?

IT DOESN'T WORK THAT WAY, MATTHEW, I TOLD YOU. IT TAKES TOO MUCH CONCENTRATION.

YOU KNOW WHAT I THINK? I THINK YOU CAN'T MAKE THEM DISAPPEAR.

I CAN SO!!

WATCH.

THERE, SEE?

HMM, ON SECOND THOUGHT, FORGET IT--

--IT'S NOT AN IMPROVEMENT!!

-GIGGLE-

COME ON, BABE, LET'S GET OUTTA HERE.

TUCKER REECE...

...I'VE GOT A PROPOSITION FOR YOU...

YOUR CHOICE OF MEETING PLACES LEAVES SOMETHING TO BE DESIRED.
WHAT DO YOU WANT?
IS THAT ANY WAY TO GREET YOUR *BROTHER?*
HALF- BROTHER.
WHAT DO YOU *WANT?*
I WANT TO *OFFER* YOU AND YOUR *FRIENDS* A PART IN RESTRUCTURING THIS *PLANET.*
THINK OF IT AS A *BIRTHDAY PRESENT.*
YOU'VE BECOME *UNHINGED.* IT'S THAT SILLY *MASK,* ISN'T IT?
NOW NOW, DON'T GET *PETULANT* WITH ME. AFTER WHAT *YOUR* FATHER DID TO *OUR* MOTHER, I OUGHT TO *SLAY* YOU WHERE YOU STAND.
BUT, CONSIDERING WHAT I JUST DID TO MY *FATHER,* I SUPPOSE I'D BE ACCUSED OF HYPOCRISY.
WHAT *MY* FATHER DID--?!?
WATCH YOUR MOUTH!!
BALDER, *BALDER--*
--DIDN'T *MOTHER* TEACH YOU ANYTHING ABOUT *SORCERY??*
OH THAT'S RIGHT, I *FORGOT--* YOU DON'T CATCH ON VERY *QUICKLY,* DO YOU?
WHAT DO YOU WANT?
SEE?

OKAY, OKAY. JOIN ME. GET YOUR *FRIENDS* AND *JOIN* ME. TOGETHER, WE CAN *RULE* THIS *PLANET*.

IT'S OUR *LEGACY*.

I'VE ALREADY GATHERED *SOME ALLIES*.

YOU *ARE* UNHINGED. THERE HASN'T BEEN *WAR* ON THIS PLANET IN OVER *TWENTY YEARS*.

OF *COURSE* NOT. BECAUSE OUR *PARENTS* ARE TOO *OLD* AND WE'VE BEEN TOO *YOUNG*.

UNTIL *NOW*.

WE'LL STOP YOU.

CAROL...

...I WAS JUST *LOOKING* THROUGH *SOME* OF MY OLD *THINGS* AND...

"...HAVE YOU SEEN MY SHIELD?"

OKAY, FALL IN.

BRAVADO...

YEAH?

YOU'RE OUR TICKET IN.

I AM?

YOU ARE. YOU'RE GOING TO PROTECT US WITH A SPELL OF INVISIBILITY.

I'M COUNTING ON VINCENT NOT EXPECTING US THIS SOON. WE CAN STILL GET THE ADVANTAGE OF SURPRISE.

MUSTANG...

...FIREFLY...

...TORRENT...

WE'LL TRY AND OUTFLANK THEM, CONVERGING ON THE CASTLE FROM DIFFERENT DIRECTIONS.

I STILL SAY WE SHOULD'VE TOLD OUR FOLKS. THEY SPENT HALF THEIR LIVES DOING THIS SORT OF THING.

THAT'S TRUE. BUT JUST AS TAKING OVER THIS PLANET SEEMS TO BE VINCENT'S LEGACY, DEFENDING IT IS OURS.

ANY OTHER QUESTIONS?

JUST ONE, CRUSADER.

WHO GETS TO SAY "AVENGERS ASSEMBLE"?

SO FAR, SO GOOD... HE CAN'T *SEE* ME.

I WAS *WONDERING* WHEN YOU'D GET HERE, *BIG BROTHER.*

DID YOU *REALLY THINK* I WOULDN'T SEE THROUGH YOUR FLIMSY *SPELL?*

I CAN COUNTERACT IT ON YOU...

"... AND YOUR *FRIENDS!*"

HEY! WHAT THE--?

OHHHH, MAN.

WHOOSH

DON'T KNOW WHERE YOU CAME FROM...

KRAK!

...BUT I KNOW WHERE YOU'RE GOIN'!

NNGGH--

I AM GOING TO MAKE YOU SO SORRY YOU EVER MADE FUN OF ME!

YOUR TALK IS AS CHEAP AS YOUR MOM, UGLY.

THAT'S IT! YOU NEED OXYGEN TO BURN, NOT TO MENTION BREATHE.

LET'S SEE WHAT HAPPENS IF I TAKE AWAY ALL YOUR OXYGEN MOLECULES!

=CHOKE=

LOSER.

THUD

WHAT ARE YOU GONNA DO, HUH? WHAT ARE YOU GONNA DO...

...RAIN ON ME?

KRAKA-

BOOM!

HA HA HA!!

YOU FORGET MY DADDY IS THE ABSORBING MAN?

NO. DID YOU FORGET WHO MY FATHER IS?

GROWL!

GRAWWR!

GET--

--OFF OF ME!!

PUNT!

GOT AN ADVANTAGE OVER MY DADDY. GOT SMARTS. CUNNING, YOU MIGHT SAY.

I MIGHT SAY...

... AND THEN AGAIN...

KRAK!

...I MIGHT NOT!!

TARAM!

A PITY OUR MOTHER LEFT YOUR FATHER AFTER SUCH A SHORT TIME!

HAD SHE REMAINED WITH HIM, SHE'D HAVE TAUGHT YOU MORE ABOUT SORCERY. YOU'D BE A LOT BETTER OFF!

AS WOULD-- NGGH-- SHE!!

SHARK!

WHAT'S THAT SUPPOSED TO MEAN?

IF SHE'D-- EHHNN--STAYED WITH MY--UFF FATHER, MAYBE YOURS...

SHARK!

...WOULDN'T HAVE KILLED HER!!

YOU LIE!!

AFRAID NOT, VINCENT...

...NOW IF YOU LET MY FRIEND GO, AND CALL OFF YOUR PLANS FOR INVASION, PERHAPS WE CAN END THIS PEACEFULLY.

PERHAPS NOT!

GO---

SHRAK

SHRAK

O-AWAY!!

SHRAKKKKK

EVEN IF I DID SURRENDER, IT'S TOO LATE TO CALL OFF MY INVASION.

BECAUSE IT'S ALREADY BEGUN.

"I NEVER THOUGHT I'D SAY THIS AGAIN, BUT..."

AVENGERS ASSEMBLE!

WOULD THAT I HAD *TIME* TO RETRIEVE MY *HAMMER*, CAPTAIN, THIS BATTLE WOULD BE *FINISHED!*

WHY ARE YOU *TALKING* ABOUT YOURSELF IN THE THIRD *PERS--* *UGGNNH!!*

THOOM!

THUDM!

GUESS THESE *CREEPS* WEREN'T BRIEFED THAT *ABSORBING MAN ABSORBS* ANYTHING YOU *THROW* AT HIM!

LOGAN, MY LOVE--HOW ARE YOU FARING?

DON'T WORRY 'BOUT ME, DARLIN'--

--WORRY ABOUT THE KIDS. NO TELLIN' WHAT THEY'RE UP AGAINST!

AARRGGH!

SPIDEY?

TTAKK

YOU'RE KILLING US!!

I AM SICK OF YOU AFTER ALL THESE YEARS, WEB-HEAD, BUT NOT THAT SICK!

WOOSH

LET'S SEE HOW WELL YOU TWO FUNCTION WHEN YOU'RE MADE OF SOLID GRANITE!

NOW, NOW--

AGGHH!

THROOM

--YOU BOYS PLAY NICE.

OUR PARENTS WEREN'T LYING!!

YOU'RE... YOU'RE *REAL.*

UHHH--

THERE!!

YOU THINK THAT'S THE *ONLY* SPELL I KNOW? YOUR FATHER'S *BRUTE STRENGTH* WON'T SAVE YOU.

SPEAKING OF MY *FATHER*...

NO-NO!!

CRASH!

VINCENT'S SPELL CARRIED ME ALL THE WAY TO THE *ORIGINAL* BATTLEFIELD.

I *PICKED UP* A LITTLE SOMETHING WHILE I WAS THERE.

NO...*NO*, IT'S *IMPOSSIBLE*.

NOTHING IS IMPOSSIBLE.

FUH-FATHER!! BUH-BUT-

BUT YOU KILLED ME? HARDLY.

DID YOU THINK ONLY YOUR MOTHER--

WHO YOU KILLED!

QUIET, BOY.

DID YOU THINK ONLY YOUR MOTHER, THE ENCHANTRESS, KNEW HOW TO CONJURE A TELEPORTATION SPELL?

WHAT POSSESSED YOU TO THINK THAT YOU WOULD SUCCEED WHERE SO MANY OTHERS FAILED?

LISTEN, AND LISTEN CLOSELY.

I DO NOT TOLERATE ASSASSINATION ATTEMPTS.

ESPECIALLY FROM MY FAMILY.

YOU'VE LOST, BOY. BOTH TO ME, AND TO THESE CHILDREN.

AND NOW YOU SHALL PAY.

DID...

PING!

...DID WE WIN?

WE WON!!

WAIT 'TIL YOU GUYS HEAR WHAT WE DID!!

YOU KIDS HAVE GOT A *LOT* OF EXPLAINING TO DO.

NO SWEAT, POP. WHERE SHOULD WE PUT THE CRIMINALS?

US?! I *KNEW* WE SHOULDA TOLD OUR FOLKS...

WE'LL DEAL WITH *THEM* LATER. IT'S YOU KIDS WE'RE UPSET WITH.

CAP, WE'LL TAKE OUR LITTLE *DEVIANTS* OFF YOUR HANDS.

THANKS, *OWEN*. I'LL WANT TO *SPEAK* WITH THEM LATER.

WAIT A SECOND. WHAT DO YOU *MEAN* YOU'RE UPSET WITH *US*?

IF *WE* DIDN'T STOP THIS LITTLE UPRISING, ALL OF *YOU* WOULD BE LIVING IN *MALEFACTOR-LAND* RIGHT NOW!

FORGET IT, SARAH. THEY AIN'T LISTENIN'.

AS *USUAL*.

YOU NOT ONLY TOOK MY *SHIELD* WITHOUT *PERMISSION*, BUT YOU ALSO *STOLE* THOR'S *HAMMER*?

AND FOR *VIOLENCE*, NO LESS!

WE'VE SPENT YOUR ENTIRE *LIVES* TEACHING YOU THAT VIOLENCE IS *ONLY* TO BE USED AS A *LAST* RESORT.

BUT I WAS JUST TRYING--

HOLD, GOOD CAPTAIN. IF *SARAH* WAS ABLE TO LIFT FAIR *MJOLNIR*, THEN SHE *MUST* BE *WORTHY*. WHO ARE *WE* TO ARGUE WITH *THAT*?

AS FAR AS I AM CONCERNED, *MJOLNIR* IS RIGHTFULLY *HERS*.

WE'LL DISCUSS THIS *FURTHER* IN *PRIVATE*, SARAH. BUT RIGHT NOW...

...I SEE AN OLD *BOOGEY-MAN* HAS RETURNED.

BRUCE... WELCOME BACK.

THANKS, *CAP*.

WHAT *MADE* YOU COME BACK, BIG GUY? WE THOUGHT YOU'D *GIVEN UP* ON US "*PUNY HUMANS*."

YEAH, NOW I HAVE TO TELL MY *SON* THAT THE "*BOOGEY-MAN*" IS REALLY HIS *UNCLE*!

WHEN *GALACTUS* AND THE *BEYONDER* KILLED EACH OTHER, AND *REED RICHARDS* IN THE PROCESS--

--THUS ROBBING US OF OUR BEST CHANCE TO RETURN TO *EARTH*--

--I TOOK IT UPON *MYSELF* TO FIND US A WAY HOME. IT TOOK ME OVER 20 YEARS OF JUST *SITTING* AND *THINKING*...

...BUT I DID IT.

WE'RE GOING HOME.

THREE WEEKS LATER

--REALIZED MY PROBLEM WAS THAT I KEPT FOCUSING ON JUST *ONE* SOLUTION.

TWO YEARS AGO I REALIZED THE ANSWER WAS IN UTILIZING TWO *DIFFERENT* FORCES. A SORT OF *HYBRID*, IF YOU WILL.

THOR'S HAMMER HAS LONG HAD THE ABILITY TO OPEN INTERDIMENSIONAL PORTALS, BUT WE COULD NEVER FIND THE *RIGHT* PATHWAY.

NOW, BY USING THE 30TH CENTURY TECHNOLOGY OF THE DECEASED *KANG*, WE CAN NAVIGATE *THROUGH* THE DIMENSIONS...

...AND FIND *EARTH*.

SO BY SWINGING *MJOLNIR*, AS I DID IN THE PAST TO TRAVEL FROM *MIDGARD* TO *ASGARD*--

--I CAN THEREBY OPEN YON PORTAL TO--

WHAT'S THIS?!

THE *WATCHER*.

THE *WHO?*

THE *WATCHER*. HE OBSERVES EARTH. HMM. AND, APPARENTLY, *THIS* WORLD. HE'S REVEALED HIMSELF IN THE PAST WHEN...OH NO...

YOU CAN SAY IT. WHEN SOMETHING *BAD* IS ABOUT TO HAPPEN.

LATER...

WE HAVE TO CONVINCE OUR PARENTS THAT THE *WATCHER* DIDN'T SHOW UP BECAUSE THE TRIP BACK TO EARTH IS *DANGEROUS*.

AND THE ONLY WAY TO DO *THAT* IS TO TEST IT *OURSELVES*. WE *GET* IT, SARAH.

I STILL THINK WE SHOULD JUST TELL OUR *FOLKS*.

WILL YOU *STOP* IT WITH THAT, ALREADY?

NO TIME LIKE THE *PRESENT*, THEN.

BALDER, I KNOW IT'S NOT THE MOST PLEASANT THING FOR YOU TO SEE ME CARRYING THIS AROUND...

...BUT WE NEED IT TO OPEN THE PORTAL. I KNOW.

NOW MATTHEW!!

IZZZZZZ

GOT IT!

TAK!

SHOOOOWW

I CAN'T BELIEVE YOU STOLE YOUR DAD'S SHIELD AGAIN!

WOO-HOO!!

WHAT A RIDE!

HEY LOOK-- STARS!!

WOW! WE NEVER HAD THEM ON *OUR* PLANET!

THE BUILDINGS-- THEY'RE SO DARK.

YEAH, I REMEMBER MOTHER TELLING ME ABOUT HOW BUILDINGS ARE ALWAYS LIT UP REAL BRIGHT AT NIGHT.

WELL THE PORTAL OBVIOUSLY WORKS. LET'S TRY AND FIND AVENGERS MANSION, SO THEY CAN HELP US GET BACK TO OUR FOLKS.

OH COME ON, SARAH. LET'S EXPLORE A LITTLE FIRST!

CJ, THEY'RE GOING TO BE WORRIED ABOUT US.

UNAUTHORIZED MUTANTS, IDENTIFY YOURSELVES AND SURRENDER.

YOU HAVE FIVE SECONDS

CRASH!

AAHH!!

A SENTINEL!

PROFESSOR XAVIER TOLD ME STORIES ABOUT THEM.

SHUNK!

I THOUGHT THESE THINGS WERE SUPPOSED TO BE *TOUGH!*

OKAY. I DON'T RECALL THERE BEING ANYTHING ABOUT *SENTINELS* PATROLLING *NEW YORK CITY* IN OUR HISTORY LESSONS.

BUT THAT'S *ONE* DOWN, AND...

...AND *HUNDREDS* TO GO.

GODDESS.

IT'S HAPPENED.

WHAT'S HAPPENED, KENDALL?

PROFESSOR XAVIER TOLD ME THAT MUTANTS WERE BEING PERSECUTED WHEN HE LEFT THE EARTH. AND SENTINELS *HUNT* MUTANTS.

SOMEHOW, THE *WORST* HAS HAPPENED. AND THE *ANTI-MUTANT* SENTIMENT HAS EVOLVED INTO...*THIS.*

WAIT--WHAT IF *THIS* WAS THE DANGER THAT THE WATCHER WAS TRYING TO WARN US ABOUT?

MAYBE IT IS. BUT OUR *PARENTS* NEVER BACKED DOWN FROM LONG ODDS. AND SINCE WE CAN'T RETURN TO OUR WORLD WITH THE HAMMER *ALONE*...

...I SAY WE STAY HERE.

I DOUBT THE *AVENGERS*--IF THERE ARE ANY LEFT-- WILL BE MUCH HELP IN GETTING US *HOME*, CONSIDERING THE CONDITION OF THE CITY.

VINCENT SPOKE OF HIS *DESTINY* AND HIS *BIRTHRIGHT*. WELL, *THIS* IS *OURS*.

WOULD OUR PARENTS GO RUNNING HOME TO SAFETY?

I'M NOT SAYING WE GIVE UP *ENTIRELY* ON GETTING HOME. BUT I FEEL IT'S MY *DUTY* TO BRING PEACE TO THIS PLANET, OR *DIE TRYING*.

ARE YOU WITH ME?

I CAN'T *THINK* OF A MORE WORTHY CAUSE.

AS MY *DAD* SAYS--

SONGS WILL BE WRITTEN ABOUT THIS DAY!

I JUST HOPE I BROUGHT ENOUGH *ARROWS*.

I *KNOW* I'M GONNA REGRET THIS...

THE BEGINNING...

Marvel House Ad for Secret Wars Toys circa December 1984

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THE SECRET DECODING SHIELD OF DOCTOR DOOM™ NOW COMMANDS MY DOOM PLATOON -- BY LAND AND SEA, BY SUN AND MOON -- TO MAKE THE EARTH A LIVING TOOOOOMB!

THE NEW MARVEL SUPER HEROES™ SECRET WARS™ FIGURES AND ACCESSORIES COLLECTION FROM MATTEL.

NOW YOU CAN PIT THE SECRET DECODING SHIELDS OF THE DREADED DOCTOR DOOM™ AND HIS MARVEL SUPER VILLAINS™ (KANG,™ DOCTOR OCTOPUS,™ AND MAGNETO™) AGAINST THE SECRET DECODING SHIELDS OF CAPTAIN AMERICA™ AND HIS MARVEL SUPER HEROES™ (SPIDER-MAN,™ IRON MAN™ AND WOLVERINE™) -- IN THE ULTIMATE STRUGGLE BETWEEN GOOD AND EVIL FOR CONTROL OF THE EARTH'S DESTINY.

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THAT'S OUR SECRET SPIDER-MAN™!!

HERE'S HOW THE SECRET DECODING SHIELD WORKS:

(EACH FIGURE AND ACCESSORY COMES WITH A SECRET SHIELD™ AND SECRET MESSAGES.)

JUST SLIP THE SECRET MESSAGE...

...INSIDE THE SECRET SHIELD...™

...TILT THE SECRET SHIELD™ AND YOUR SECRET MESSAGE IS REVEALED!

NEW FROM MATTEL®

tm

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MARVEL SUPER HEROES SECRET WARS

THE TOYS!

It all started with a phone call. In 1983 Mattel, the largest toy company in the world, contacted Marvel Editor in Chief Jim Shooter. Having recently lost their bid to make toys of the DC Comics characters to Kenner Toys (who developed that brand into the very popular Super Powers Collection), Mattel president Ray Wagner immediately went to Marvel for the chance at a competing toy line. Wagner wanted a "flanker brand" that would piggyback on the success of their best-selling Masters of the Universe toys, and also act as a backup in case He-Man's sales began to falter.

Shooter was intrigued by the talks, but Mattel did have one condition: Since they felt that Marvel's roster of heroes wasn't quite as well known as the DC one (what with Superman enjoying a very popular run at the movies just then), Mattel wanted a big event to base the toys on in lieu of any TV or film support. The specifics weren't important as long as it featured unique designs that could be made into toys, and as long as it was called "Secret Wars" — two words that Mattel had found tested well with adolescent boys. And so the tongue-twisting *Marvel Super Heroes Secret Wars* was born. Although Mattel had input into the miniseries' direction and Marvel did everything they could to facilitate new toys (creating new characters, changing existing character's costumes, and highlighting vehicles and play environments), Mattel ultimately used very few specifics from the *Secret Wars* comics itself.

And Secret Wars was not only a toy concept, but also a general marketing theme to sell to many companies who wanted a hook to license Marvel characters around. Throughout 1984 the Secret Wars logo popped up on all manner of items including board games, sunglasses, stickers, watches, gumball machines, lunchboxes, and even beach towels! But as widespread as the license became, the action figure line was certainly the centerpiece of the Secret Wars franchise.

However, even with the "event" in place along with media-friendly character changes, Mattel still wanted to hedge their bets on the property. While a smaller company like Kenner could get away with each item being a unique sculpt, Mattel had such a large infrastructure to support they routinely made decisions that minimized costs at the expense of custom features. Hence, the Secret Wars figures were articulated only at the shoulders, hips and neck and had no special "action feature" (Super Powers figures had both knee joints and built-in action features). Most of the figures shared one of three basic bodies, with only minimal custom detail tooled for each character. This also meant that there would be no characters with unusual bodies that couldn't be reused or that were oversized and would need unique packaging. So this line had no Hulk, no Thing, and no female characters whatsoever. Mattel did sculpt a Hulk figure early on, but apparently could never make such an oversized figure work for the line.

Costume seams and lines were painted rather than sculpted, and even paint details such as eyes were dropped on some of the figures. There were almost no unique accessories, but all figures instead came with the same common guns and "Secret Shields"; the Heroes came with round shields and the Villains with square shields. These shields came with a series of two-sided lenticular inserts that featured art showing the characters in action. Each scene changed when the shield was tilted. Even the figure packaging had uniform art on the front with only the character name changing from figure to figure. The backs of the cards did feature a brief biography of the character, along with a short comic strip that resembled the old Hostess Fruit Pie ads more than it did the actual Secret Wars comics.

There would ultimately end up being two series of figures, two playsets, and a number of vehicles produced by Mattel. Unfortunately the toys were not a giant hit on the scale of He-Man and his pals. When the line's champion, Ray Wagner, was forced out of the Mattel presidency in 1984 and in the same year Mattel took a nearly $400

million loss on the Intellivision video game system, the writing was on the wall for Secret Wars. Mattel decided to go back to creating their concepts in-house instead of having to pay licensing fees, and within just two years of launch, the Secret Wars line was already in clearance bins at toy store around the country. The cancellation of the line was so abrupt that three figures for the third series were already in production. Rather than destroy these toys, they were released in Europe only as there were not enough of them to distribute to all the American markets.

Despite all the shortcomings, these figures remain fan-favorites to this day. And in 1984, they were the only game in town if you wanted toys of your favorite Marvel heroes. While a few of the characters had been made before in the Mego and Captain Action lines of the '60s and '70s, Secret Wars was the first real marriage of Marvel comics and toys. Thankfully, it would be far from the last as the next two decades would see a revival of Marvel toys, ultimately ending up with the main licensee, Toy Biz, *buying* Marvel Comics in 1997! But that is a story for another time, True Believer!

SERIES 1
CAPTAIN AMERICA, SPIDER-MAN, IRON MAN, WOLVERINE, DOCTOR DOOM, MAGNETO, KANG, DOCTOR OCTOPUS

The first series to hit store shelves featured the customary stalwart Marvel characters along with some new fan-favorites becoming toys for the very first time. Most of the heavy hitters were here, with the notable absence of the Fantastic Four, Thor, and Hulk. These toys hit the stores in force the summer of 1984, but the sales never matched those of Kenner's Super Powers Collection, and it was soon easy to see figures such as Kang and Doctor Doom clogging toy shelves for many months.

Billed on the card back as the leader of the Marvel Super Heroes, Captain America was the prototypical figure of the series. Using the basic body but including sculpted detail such as his gloves, boots, and wings on his mask, this is actually a very nice version of the character. Sadly, his iconic shield is missing, replaced by the generic "Secret Shield" that all of the figures have. Spider-Man got a figure, albeit one with not quite accurate weblines on his costume. Iron Man also was nicely represented, and this figure marked the only time James Rhodes was made in the Red and Yellow armor, as noted on the card back. And rounding out the series, Wolverine got his first (but far from his last) figure ever with this release. At the time, the X-Men were starring in Marvel's top selling comic, and this was probably the most popular figure in the entire line for kids of the day. Wolverine was the only figure to have a variant, too: the infamous black claws. The story goes that Mattel made his claw accessories in black plastic and no one noticed the mistake until they were well into production. They were then changed to silver, but a number of Wolverines with black claws got out on the market first, making this variation the rarest figure of the American releases.

As the leader of the Marvel Super Villains, Doctor Doom played a significant role in the Secret Wars comic series. Marvel redesigned his costume for the toy line, dropping the cape and adding much mechanical detail, which let Mattel recycle Iron Man's arms and legs for the figure. This was Doctor Doom's first figure ever; it would be many more years before his classic look was represented on store shelves. Magneto, Kang, and Doctor Octopus all received their very first figures in this line. Like Doom, Magneto was missing his cape, but Doctor Octopus did have his crazy tentacle arms, making him quite unique. Also of note was the fact that the comic featured Magneto as a reluctant hero at this point, but the figure line still kept him firmly in the villain category.

SERIES 2
BLACK-COSTUMED SPIDER-MAN, DAREDEVIL, FALCON, BARON ZEMO, HOBGOBLIN

Series 2 hit shelves in early 1985, but by this time the line was already ceasing production overseas. Whereas the first series featured characters that all played a big role in the Secret Wars comic, nearly all of the characters in this next series didn't appear in Secret Wars at all! The notable exception was the Black-Costumed Spider-Man. It is puzzling to say the least why they didn't include more characters from the comic, considering the point of the miniseries was to support the toy line. And with Mattel's input, all of these characters could have played a big role in the comics. Why there was not better coordination between the two companies is a mystery. Another oddity is the inclusion of a few of series 1 figures (Doctor Doom, Captain America) in these shipments, even though series 1 was still on shelves in many places when the second series was released.

The biggest media story surrounding comics at the time was easily the introduction of Spider-Man's new costume. Although today it is quite common for characters to change their looks, at the time almost no popular heroes had gone through such a radical and complete makeover. And since a big part of the reason for this change was the Secret Wars miniseries, it was only natural for this Black-Costumed Spidey to get his own figure, one that was fittingly just a repaint of the first Spider-Man from series 1. Thanks to Frank Miller's amazing revival of the character at the time, Daredevil was in Marvel's top tier of heroes. He received his first figure (if you don't count a plastic statue from Marx made in the 1960s, which came with a small gray tube that represented his billy club. Falcon, on the other hand, had been made into a figure once before in the MEGO line. This new figure, though, was one of the best of the entire series, with the inclusion of moveable wings and his pet falcon, Redwing. Both of these guys never appeared in the Secret Wars comics, although Daredevil would be a standout member of the *Secret Wars II* comic sequel.

Baron Zemo II was a longstanding Captain America villain who at the time had just appeared in a popular story arc in the Captain America comic, even though he was nowhere to be found in Secret Wars. To date, this is the only figure this character has ever had. The Hobgoblin, however, was relatively new to the Marvel Universe when the line was introduced. While his predecessor, the Green Goblin, was well-known by the general public through comics and cartoons, the Hobgoblin was not even a part of the Secret Wars comic. Given the omission of a Spider-Man villain who actually was in the comic, such as the Lizard, it seemed an odd choice.

Despite all that, the figure was the only one to include a molded plastic cape and a molded hood. The face is probably the best sculpt in the line, and even the boots are unique and not just recycled from Captain America, which would have been easy to do. He also came with the largest accessory, the purple Goblin Glider that he could stand on thanks to the molded foot straps. Given the strength of this figure, one is left to wonder how future series might have improved had the line continued.

EUROPEAN FIGURES
ICEMAN, ELECTRO, CONSTRICTOR

Although the line was canceled quite early on, the third series was already in production. Yet not enough were made to distribute to all stores in the U.S., so the decision was made to release them overseas throughout Europe where the Secret Wars line was introduced later than it was in America. Once again, the three new characters never appeared in the Secret Wars comics, and in fact they were not even very well-known or popular in the comics of the day. The cost-cutting could readily be seen by this point: except for new heads, each of the figures are recycled from earlier bodies with no added details. Like many of the other characters, this would be the first time they had

been made into toys. Unlike the other series, these three are by far the rarest pieces in the entire line, and even at the time of their release were hard to find if you didn't live in Europe.

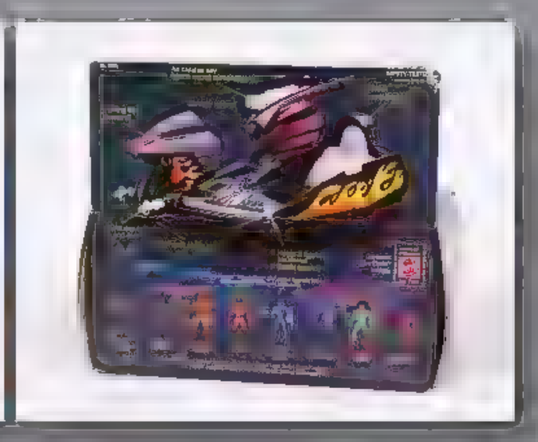
The Iceman figure was truly uninspiring, consisting of the Daredevil torso and arms and Captain America's legs and molded in a plain white plastic with few paint details. Electro was a longtime Spider-Man villain, but his mask needed to be heavily modified to prevent any danger to kids, resulting in a fairly off-model representation. The Constrictor was a minor Captain America villain who has never had another figure in the twenty years since this one was released. Using a standard body with a new head sculpt and paint job, Constrictor comes with his trademarked whip as his sole accessory.

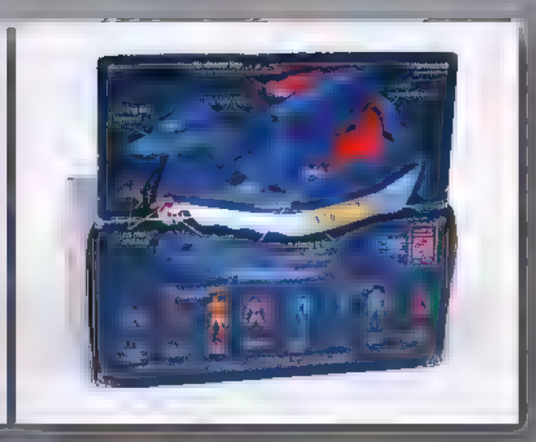
As an interesting footnote, the bilingual cards show only one panel of each cartoon on the back of every Secret Wars figure (American releases showed a full four-panel strip). However, the full stats and bio are given for each character in multiple languages. Overall, an underwhelming finish to what had been a promising line of figures. It is unknown to this day if there were any other figures waiting in the wings that were sculpted but failed to be manufactured.

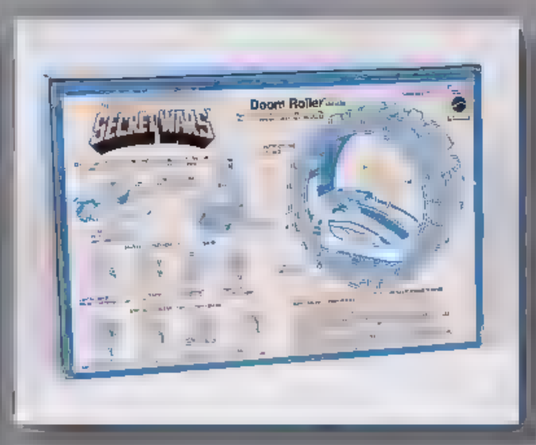
VEHICLES & PLAYSETS

Concurrent with each figure lineup, Mattel released a number of vehicles and a playset for both the heroes and villains. Sadly, none of these items had any direct equivalent in the comics (and didn't even appear in the Secret Wars miniseries, although a different "Tower of Doom" was name-checked in the comics) and the designs were generated 100% by Mattel. To save costs, many of the vehicles shared the same mold with different paint and stickers. Easily the most fun item was the Doom Roller, which was battery-operated and could move around by itself with a figure "driving" it.

- Marvel Super Heroes Freedom Fighter Playset
- Marvel Super Villains Tower of Doom Playset
- Doom Roller
- Doom Star Glider with Kang
- Star Dart Glider with Spider-Man (Black Costume)
- Doom Copter
- Turbo Copter
- Doom Cycle
- Turbo Cycle



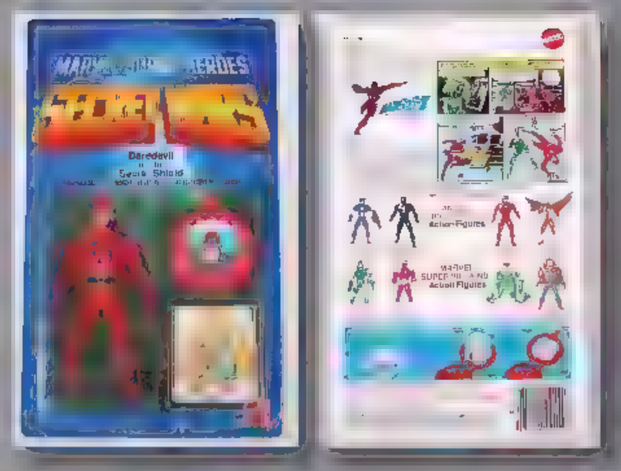


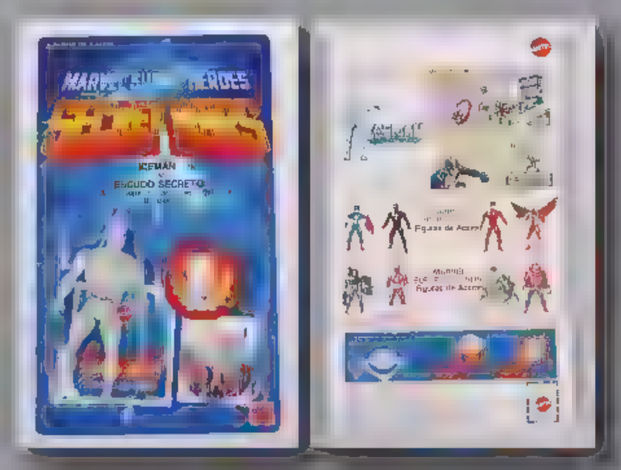
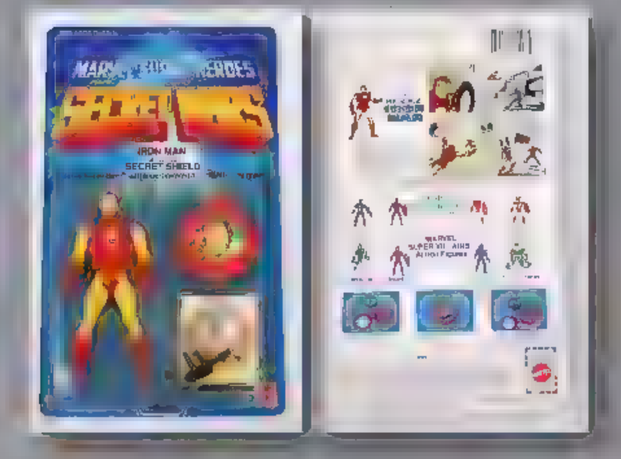


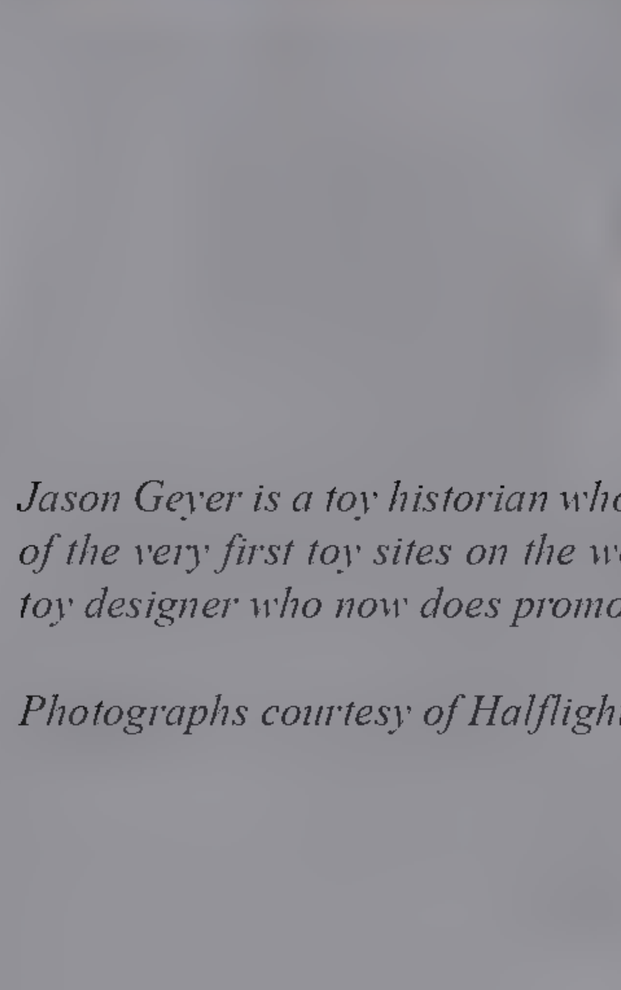
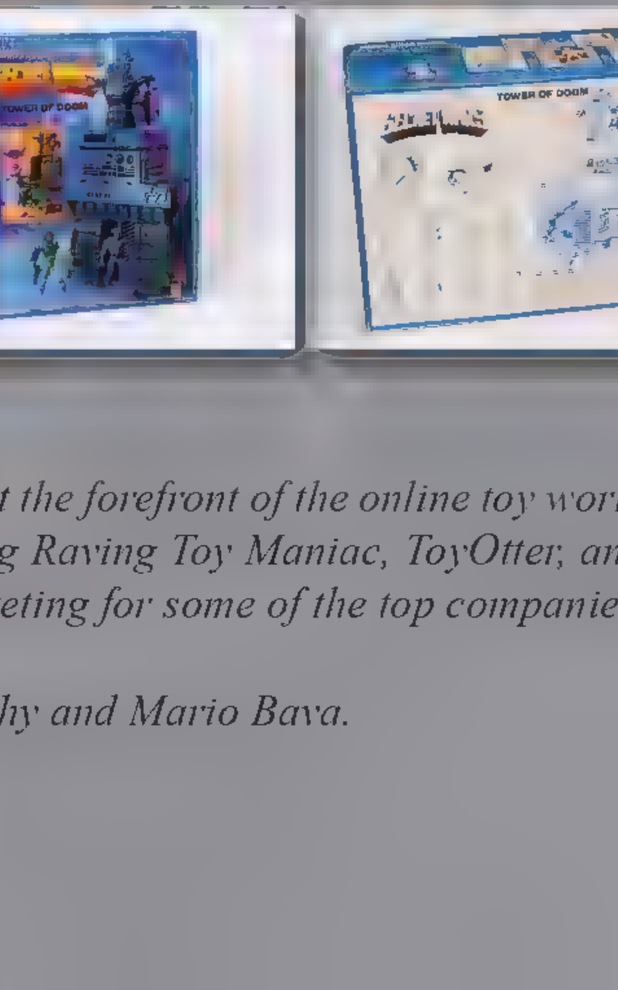
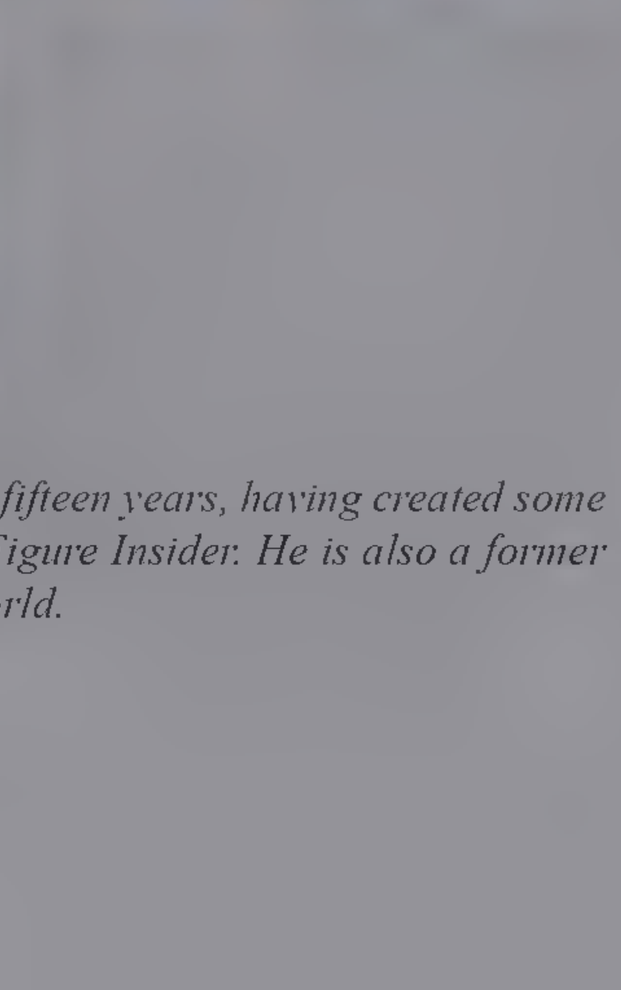
The MARVEL SUPER HEROES™ are forced by the BEYONDER™, a mighty being from another universe, to fight the SECRET WARS™ against Earth's deadliest MARVEL SUPER VILLAINS™! Can secret messages bring the heroes victory?

In his *NEW COSTUME*, the spectacular SPIDER-MAN®

Secret Identity: Peter Parker, news photographer
Height: 5′ 11″
Weight: 165 lbs.
Super Powers: Super-strength, agility and balance. Ability to stick to any surface. "Spider-sense" which warns him of dangers nearby.
Weapons: Two web-shooters, one strapped to each wrist. These devices shoot silky webbing strands which can be used like ropes for swinging upon or binding enemies.



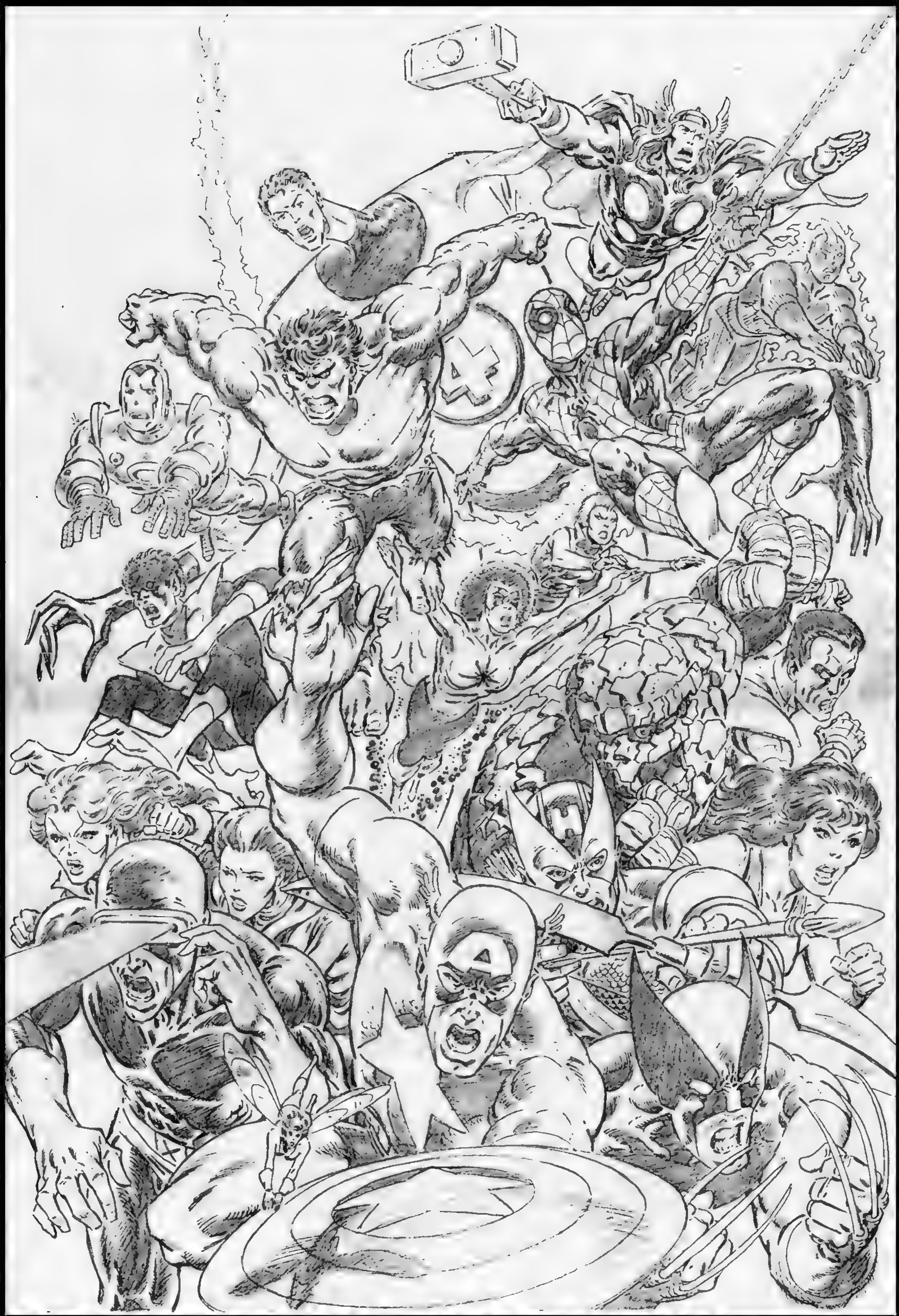



Jason Geyer is a toy historian who has been at the forefront of the online toy world for over fifteen years, having created some of the very first toy sites on the web, including Raving Toy Maniac, ToyOtter, and Action Figure Insider. He is also a former toy designer who now does promotional marketing for some of the top companies in the world.

Photographs courtesy of Halflight Photography and Mario Bava.

Secret Wars #1 Cover Pencils by Mike Zeck. Note the inclusion of Kitty Pryde, who ultimately didn't appear in the series, as well as Mr. Fantastic and Thor, who were likely removed to fit the logo on the final printed cover. Nightcrawler was shifted to the right to fit the cover copy.



Secret Wars #1 Cover Inks

THE OFFICIAL MARVEL NEWS MAGAZINE!

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SECRETS OF THE SECRET WARS™

ARE YOU READY FOR

MARVEL SUPER HEROES™

SECRET WARS™

by **Mark Lerer**

The good guys: **Spider-Man. Hulk. Mister Fantastic. The Human Torch. The Thing. Captain America. Thor. She-Hulk. Wasp. Captain Marvel. Iron Man. Hawkeye. Nightcrawler. Colossus. Cyclops. Professor Charles Xavier. Storm. Wolverine. Rogue. Lockheed the Dragon. Spider-Woman.**

The bad guys: **Doctor Doom. Galactus. Kang. Doctor Octopus. Magneto. Ultron. Titanium Man. The Lizard. The Wrecker. Thunderball. Piledriver. Bulldozer. Enchantress. Absorbing Man. Volcana. Klaw. Molecule Man.**

The mystery: **The Beyonder.**

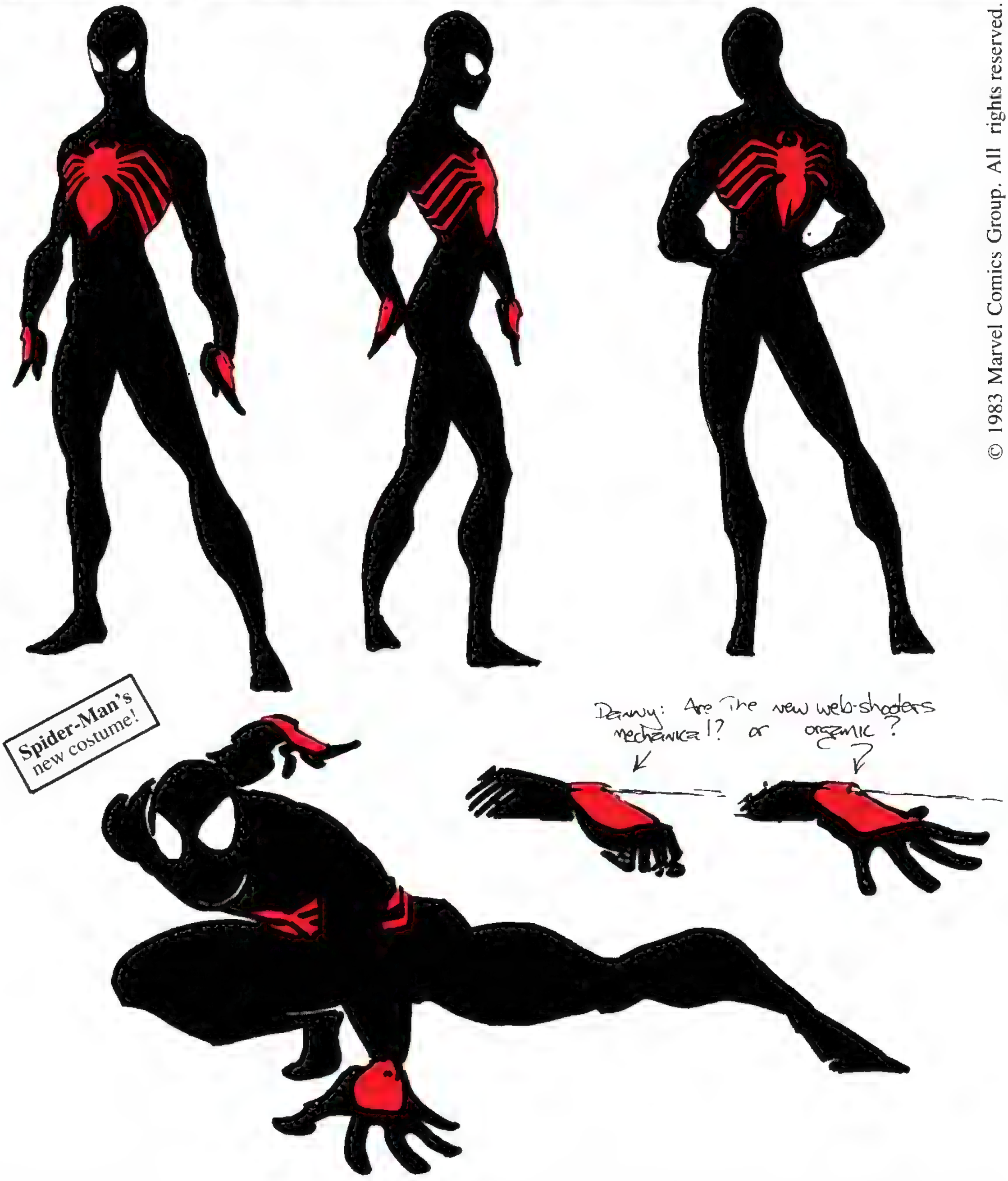
A Marvel Comic is more than a story. It's part of a mythos, a cosmos-spanning legend. Presenting the most cataclysmic development in the Marvel Universe since the origin of **the Fantastic Four**! **MARVEL SUPER HEROES: THE SECRET WARS**, itself, is more than a story — it's the twelve-part saga you've waited all of your comics-reading career to see!

You might call **THE SECRET**

WARS the quintessential Marvel Epic. Dedicated fans and casual readers alike always enjoy when more than one Marvel superstar appears in a gigantic adventure. The bigger the occasion, the greater the fascination. We get several dozen letters every week demanding a drama so cosmic that it involved a team-up of all the Marvel superstars, both hero and villain. To actually execute such a triumph of comic literature, though, takes months of planning. Weaving the intricate legendry of the Marvel canon became a full-time occupation for Editor **Tom DeFalco** and Writer **Jim Shooter**.

For **THE SECRET WARS** is *more* than a team-up. This monumental adventure figures importantly in the continuity of of nearly every single Marvel title. Events in this maxi-series will permanently and shockingly alter the histories of everyone from **Captain America** to **the X-Men** to **Spider-Man**! No matter who your favorite Marvel hero or villain is, you'll find yourself absorbed in **THE SECRET WARS** to stay on top of the catastrophic changes in that superstar's life!

What threat could bring over thirty super champions together into one consequential battle? Who, or what, is **the Beyonder**? Marvel's greatest super-beings have encountered a host of extraordinary personages in their remarkable careers. But what could possibly wound **the Hulk**, **the Fantastic Four** to change its membership, or make **Spider-Man** put on a new costume? **Shooter** tells us that these dramatic effects are *nothing* compared with the uncanny turbulence **the Beyonder** can cause! But, with no idea what the **Beyonder** wants, we can only *imagine* its scope



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and significance.

Of course, when heroes and villains experience the challenge of cataclysmic confrontation, they change as people. While following **THE SECRET WARS**, you'll witness great provocations of character. For example, we all smiled when **Hawkeye** recently married after a life of bachelorhood. But now, a *new* temptation threatens his security and love! How will he react? Or consider **Wolverine**. Ever wonder what he'd be like while engaged in the ultimate battle? As an **X-Man**, he's always faced villains with death-defying confidence. Now he truly believes that he's fighting his last fight! **Logan's** behavior may surprise you! Another fascinating turn comes when **Doctor Doom** appears. Readers of **the Fantastic Four** know that **Doom** is dead — but to participate in the secret wars, **Doom** finds himself restored to life! What would victory mean, if to return to his natural realm means to die again? The most awesome of Earth's villains faces dark and terrible questions. To further engage your curiosity, think of **Thor**! At first, the son of **Odin** is irritated and angry at the nuisance who pulls him away from his day-to-day affairs. What event could possibly convince the Thunder God of this new battle's importance? When the mightiest Asgardian of all comes to believe that he is fighting his greatest battle, that his new challenge is the

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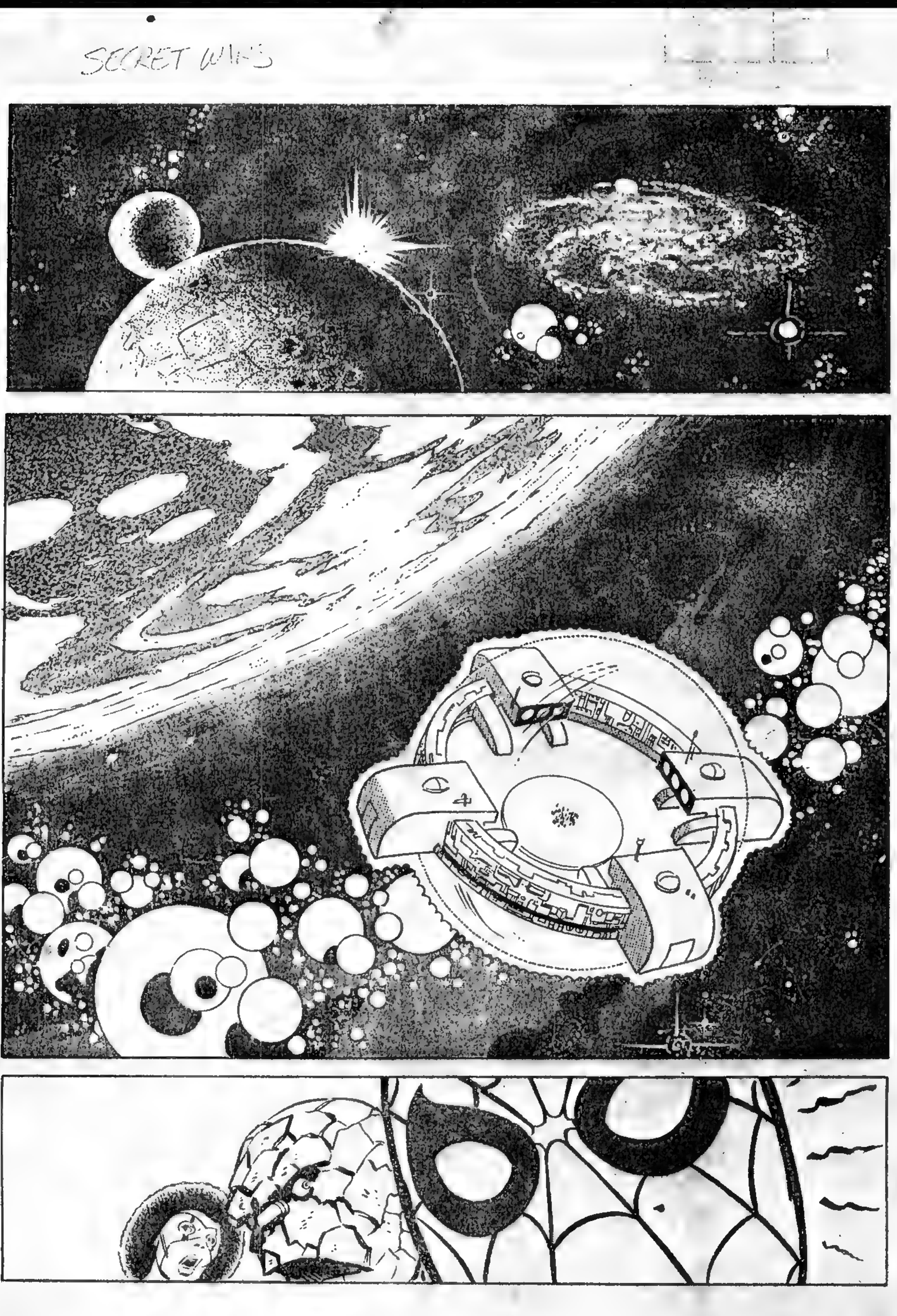
fight he was born to fight — the epic conflagration takes on the significance of the universe itself!

Once you begin the first chapter of **THE SECRET WARS**, you'll find yourself entranced, unable to shake the compelling drama until it has reached its conclusion. 1984 will be the pinnacle year for Marvel Comics. The year of **MARVEL SUPER HEROES: THE SECRET WARS** may just be the time of *your* life as well.

Danny:
How 'bout
an extra joint in the legs?

Secret Wars #1 Pencils by Mike Zeck. Note the numerous changes between the original and the final printed book.



IF THE BAD GUYS ARE UP THERE

WHAT'S HE DOING HERE

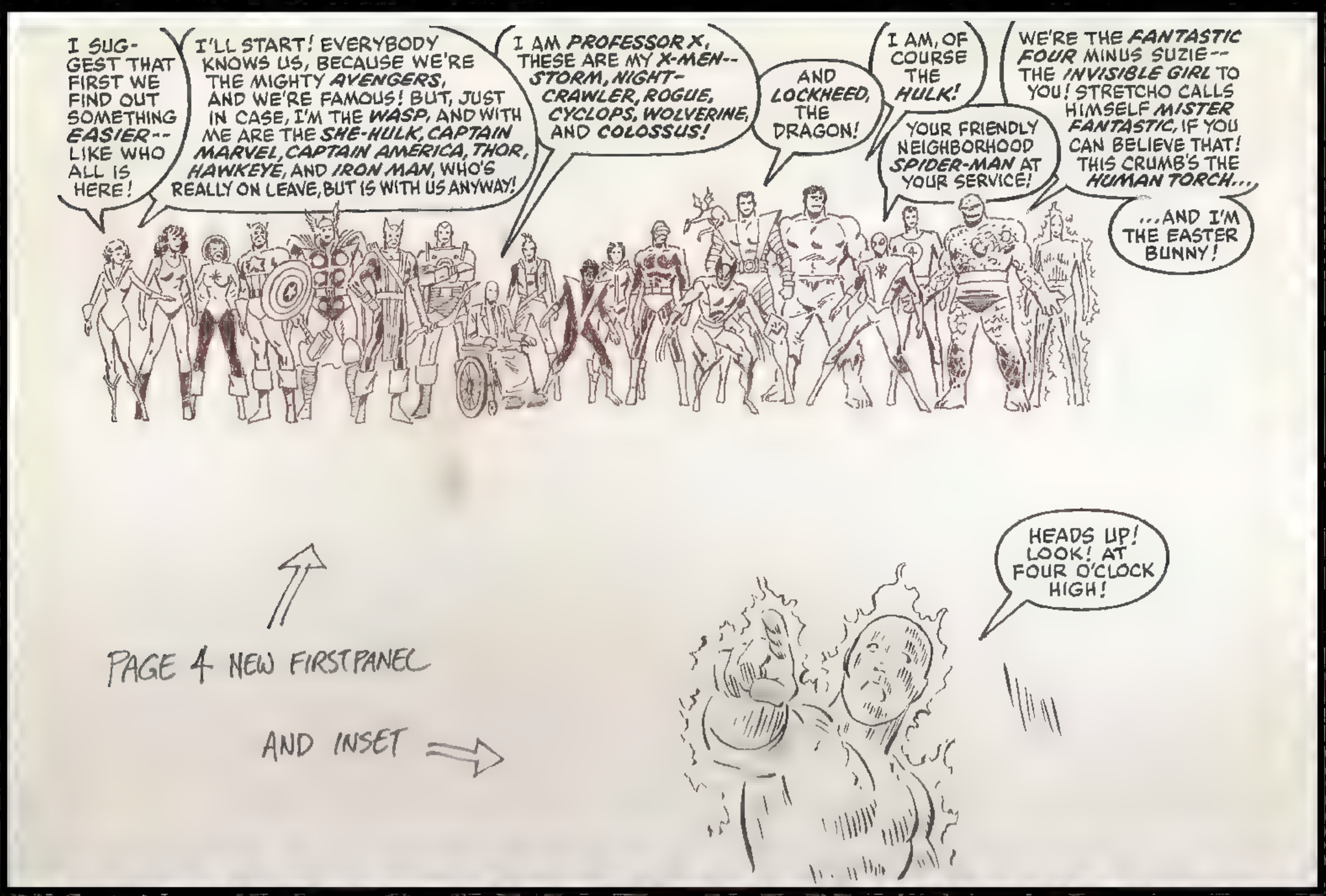
GET BACK I'M CONFUSED

JOHN: MAYBE WHITE ZIP BEHIND BUBBLES -

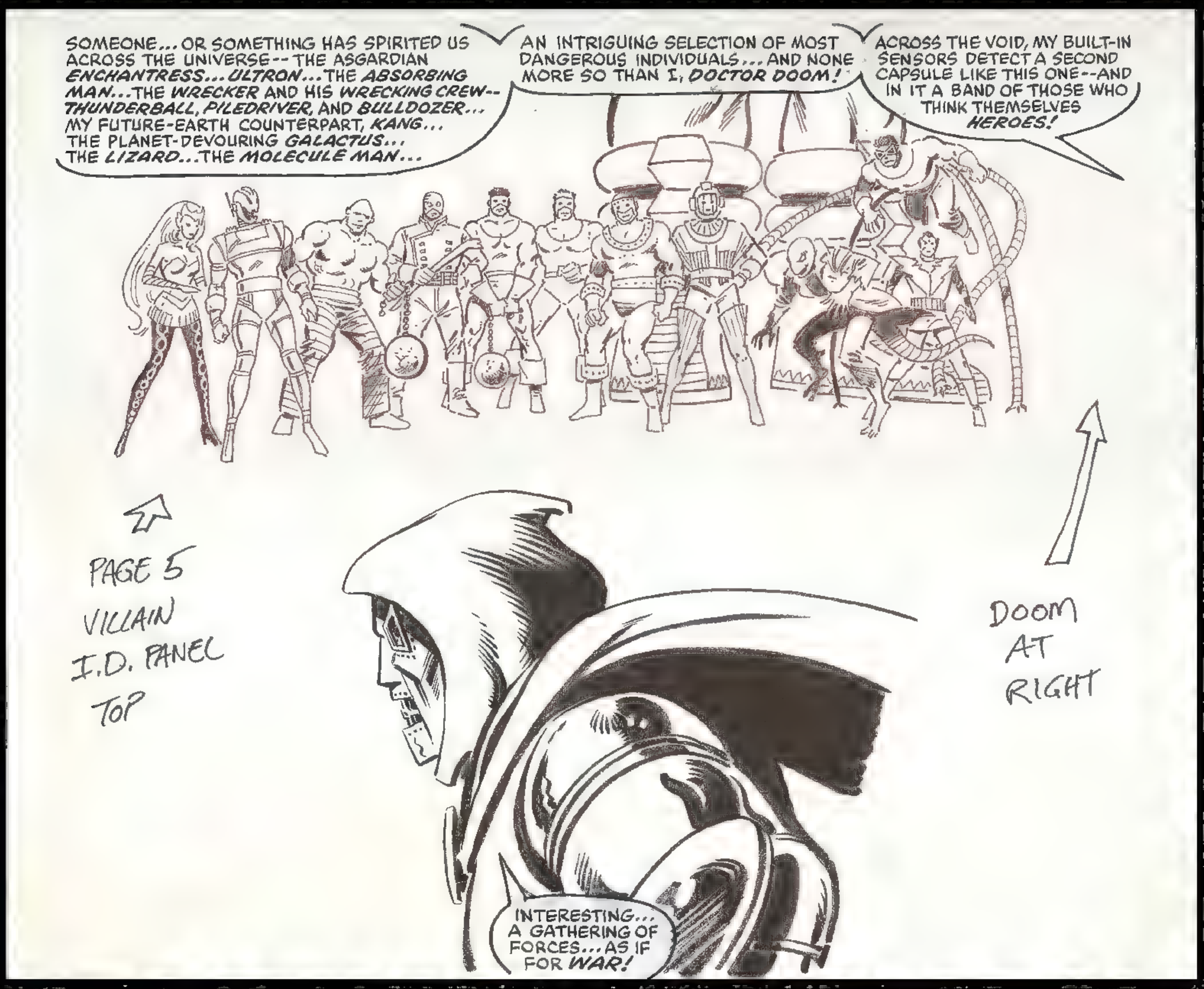
DON'T IT MAKE SENSE ... US ... !!!

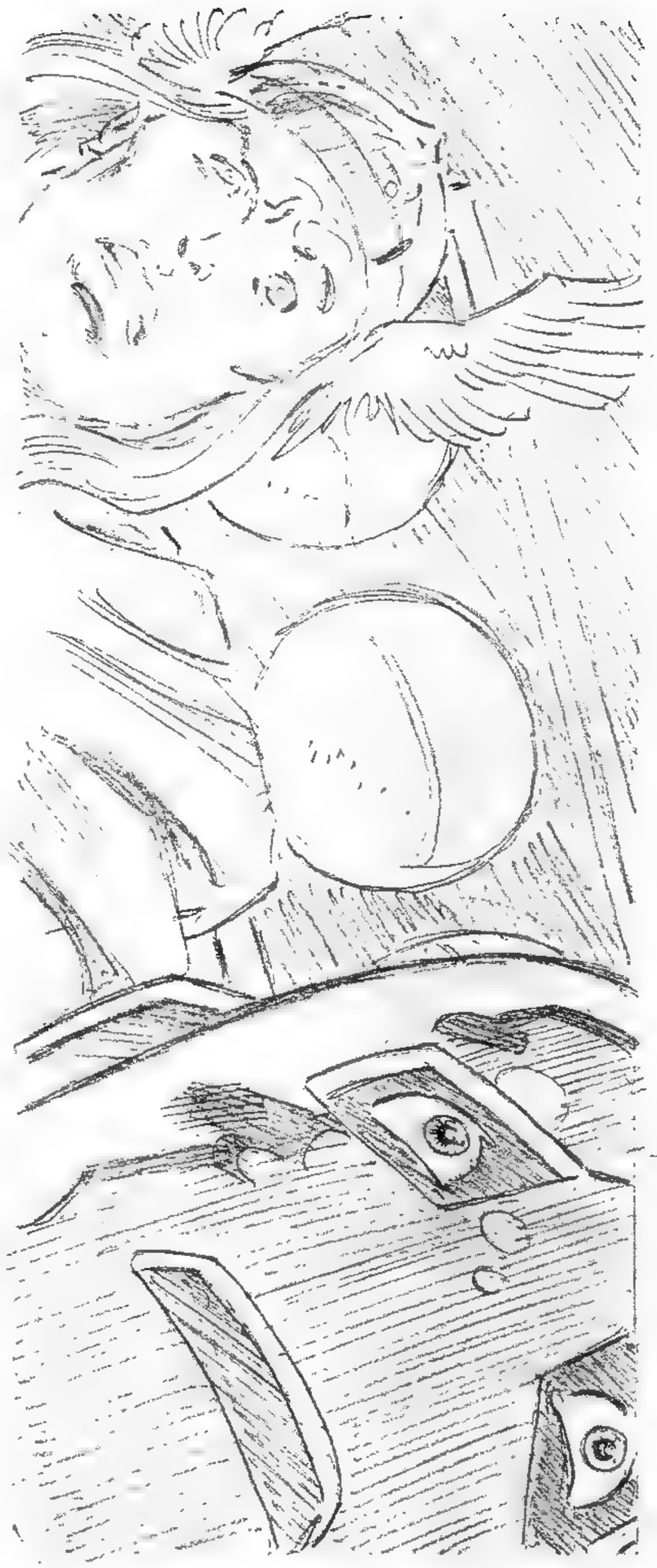
LOOK — OUT THERE.!!!

Secret Wars #1, page 4 New Top Panel by Mike Zeck—added to introduce all the heroes. The Human Torch replacement inset didn't appear in the final book. Instead, an unused Captain America figure from the original layout was substituted and the Torch's dialogue attributed to Cap.



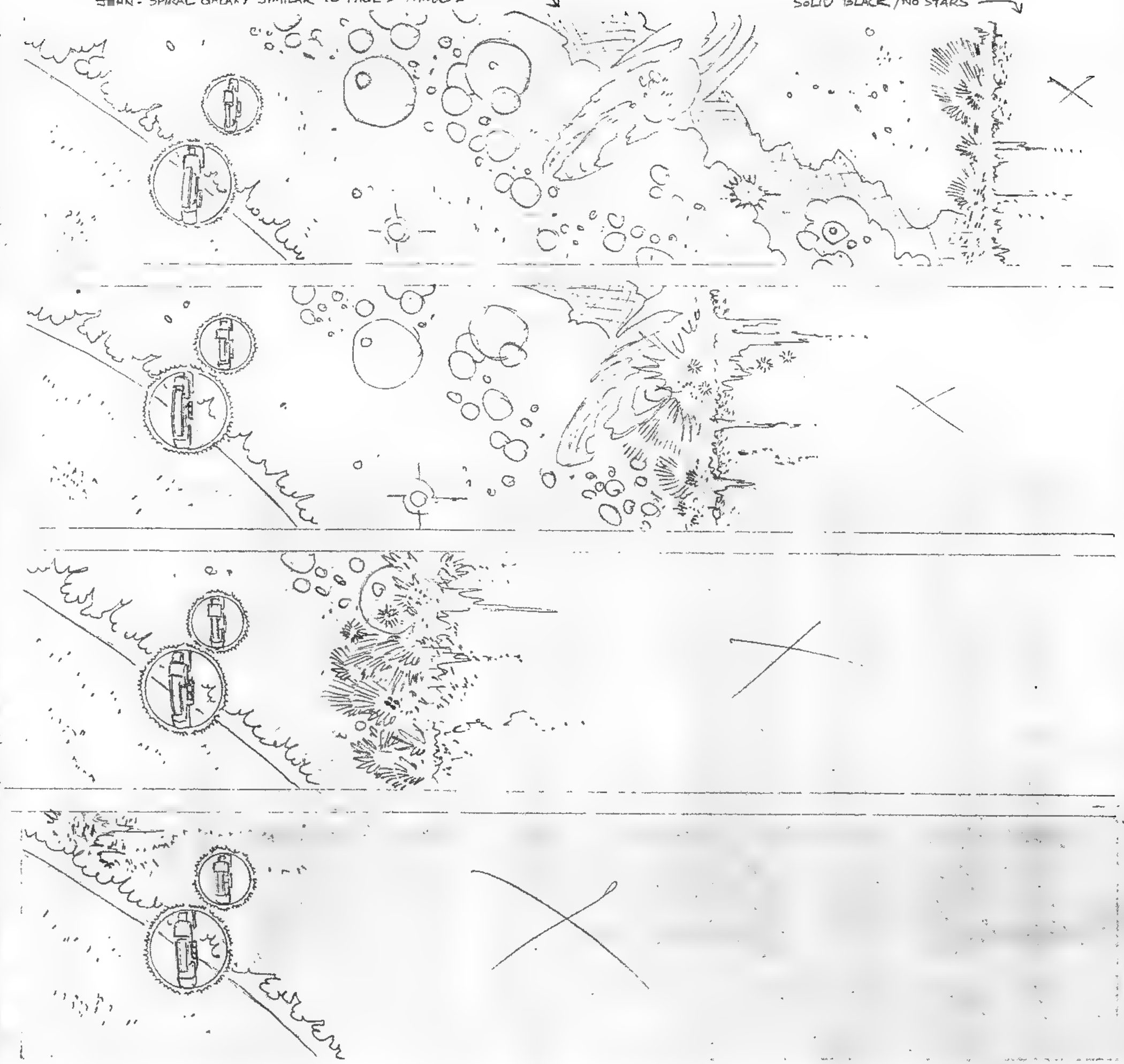
Secret Wars #1, page 5 New Top Panel by Mike Zeck—added to introduce all the villains along with a new Doctor Doom image.





JOHN - SPIRAL GALAXY SIMILAR TO PAGE 1 PANEL 1

SOLID BLACK / NO STARS



SOLID BLACK SPACE NOD JOHN —

PG.#

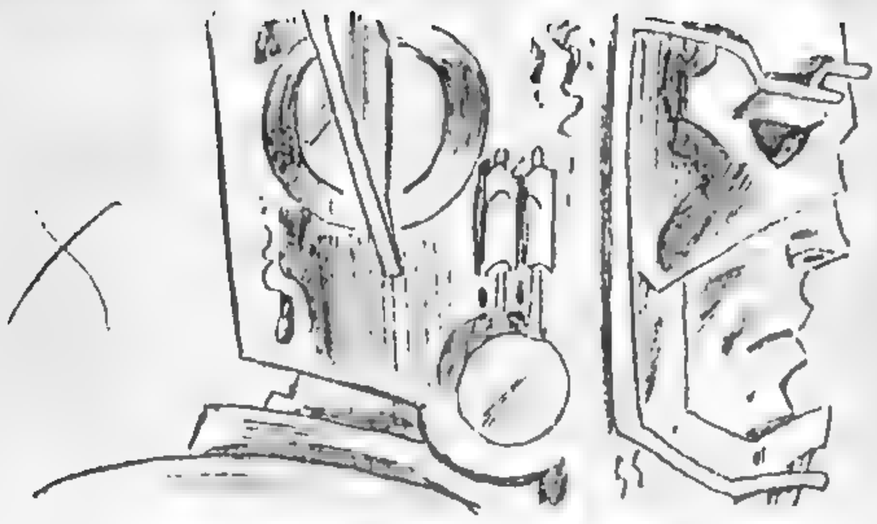
BORN TO KILL

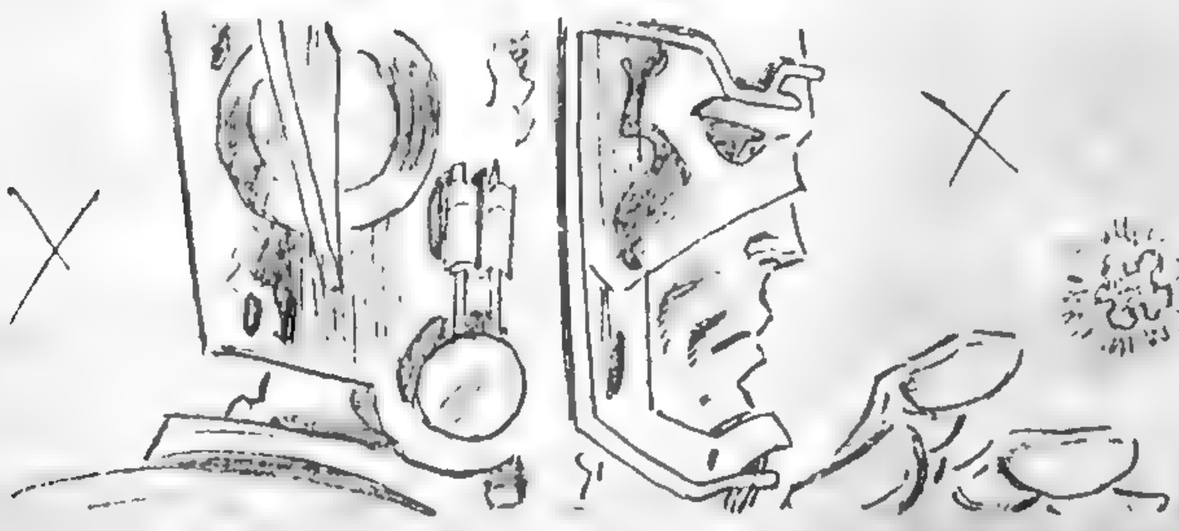
FOUR TI ON TIN CAN FREAKIN'

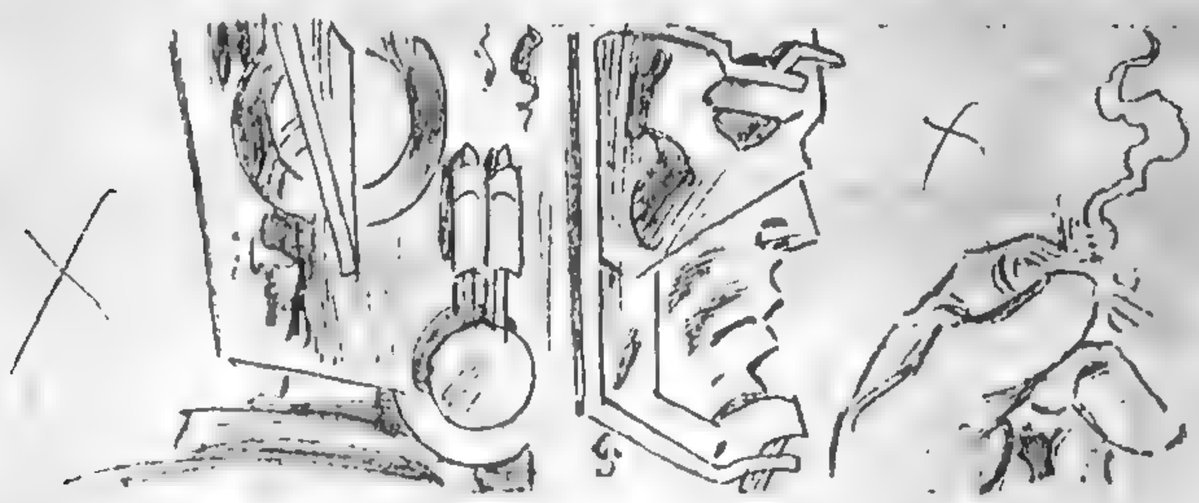
WHY THE HELL ARE YOU RUNNING FROM

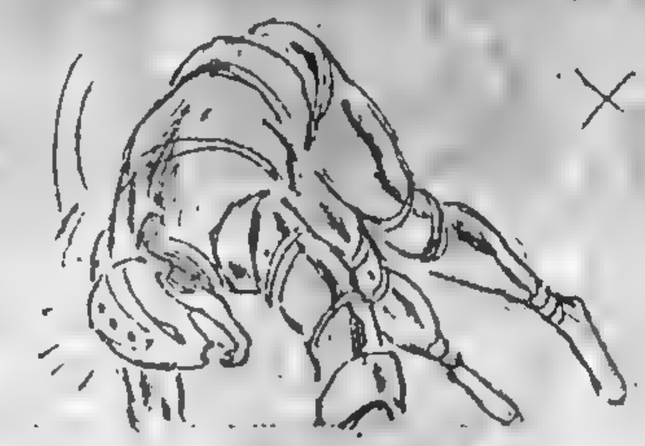
8

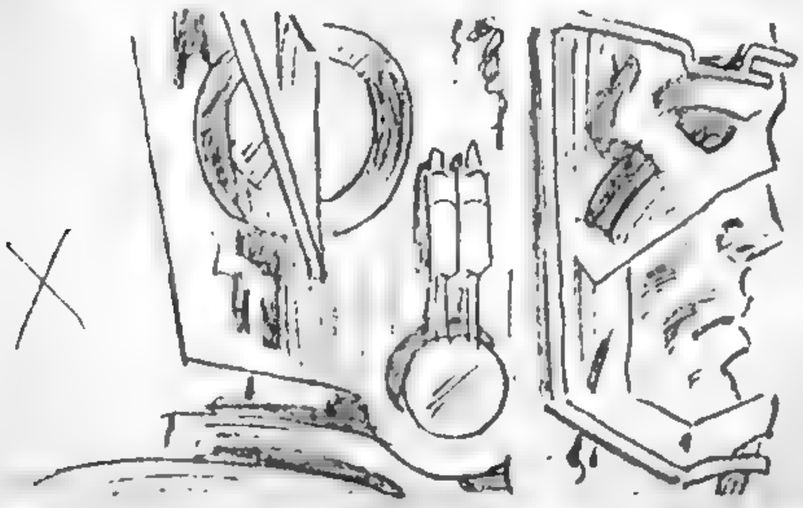
GALACTUS NOTICES:

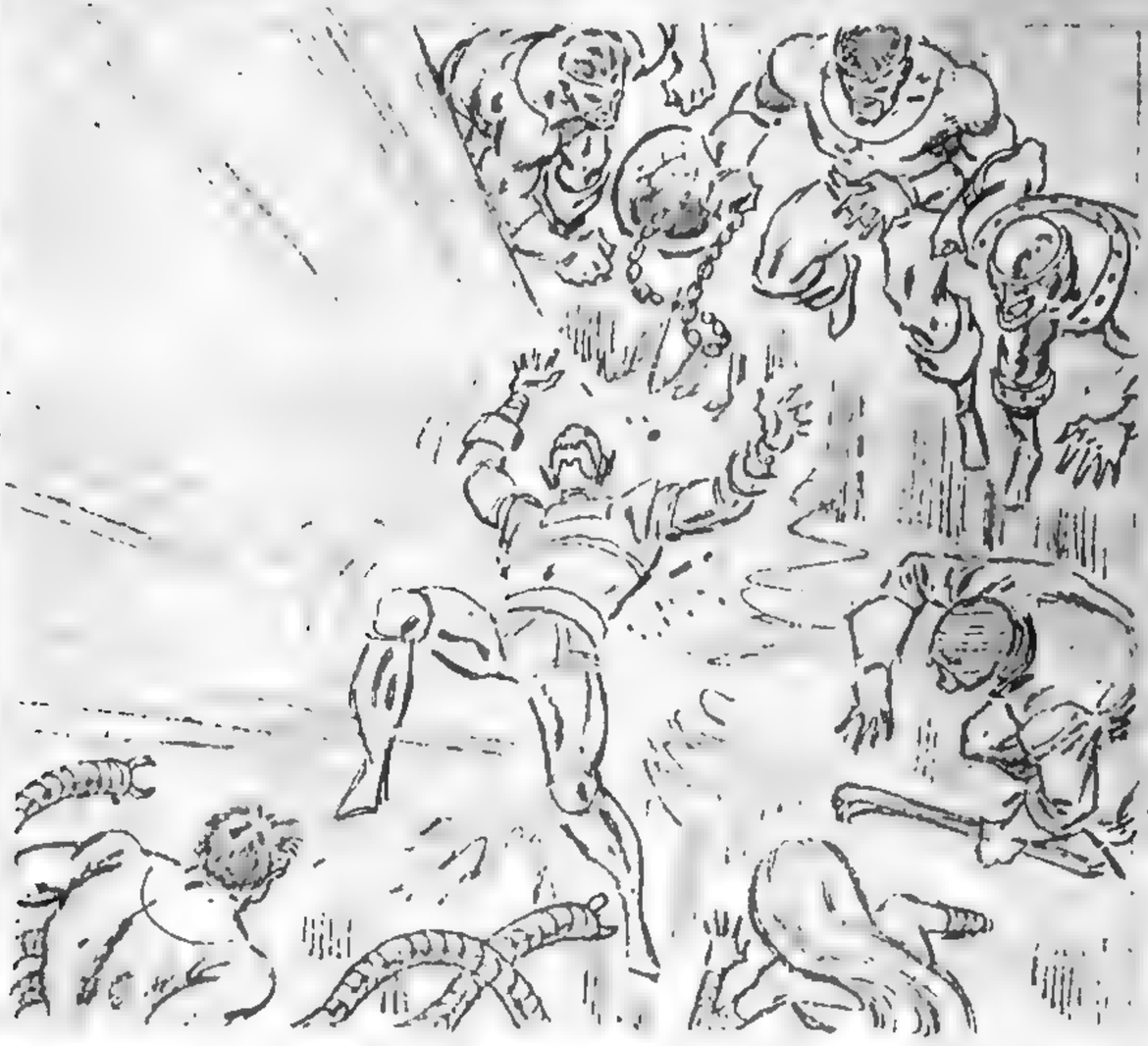


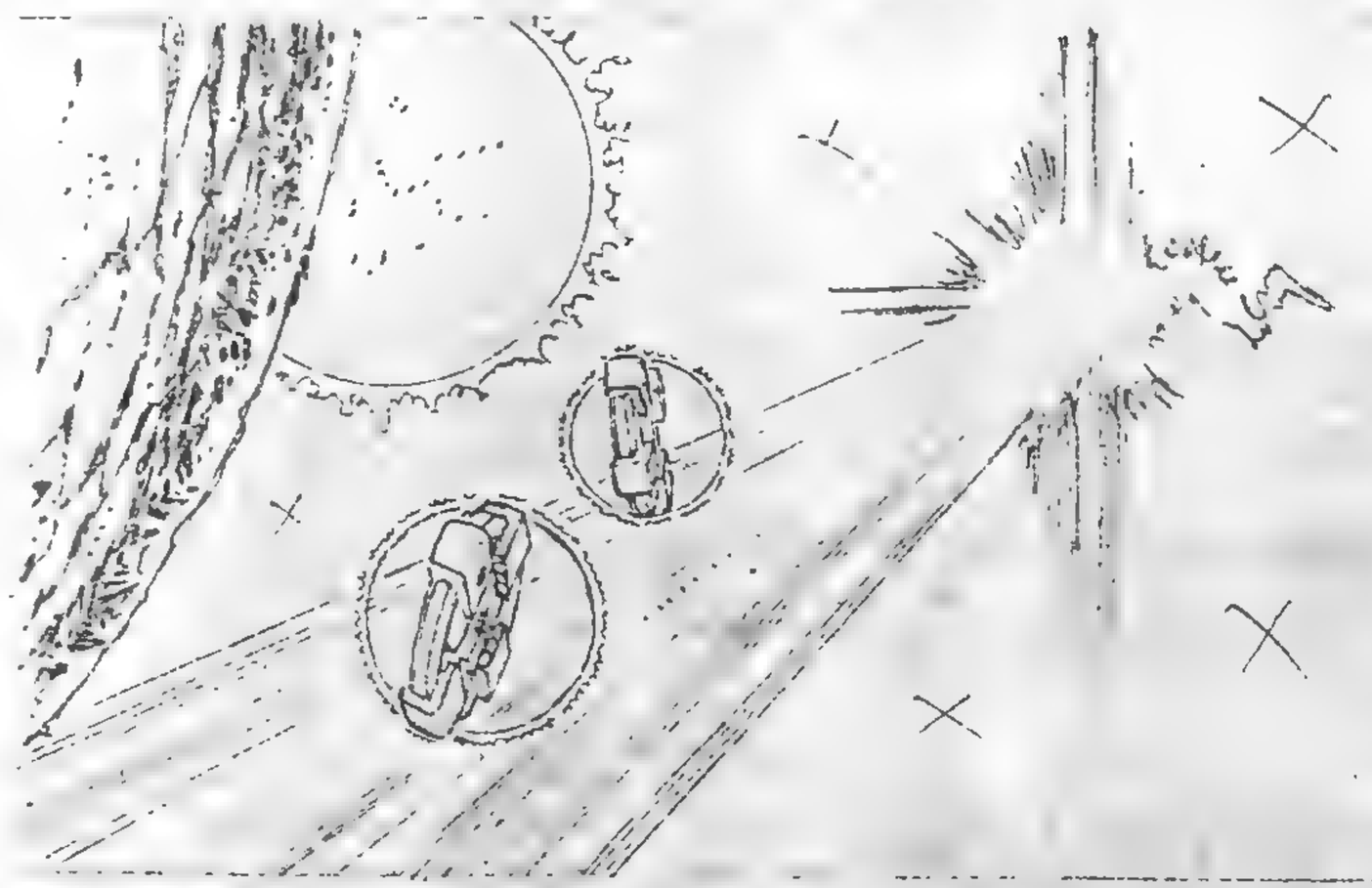




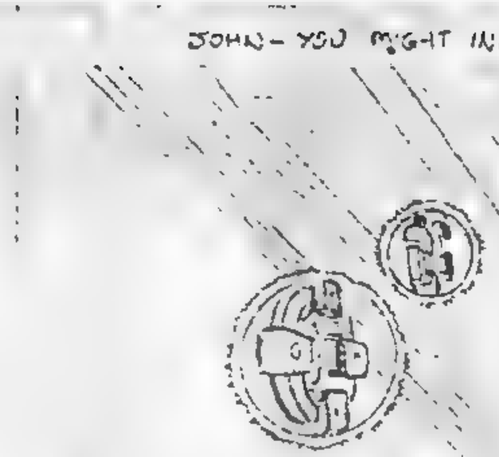


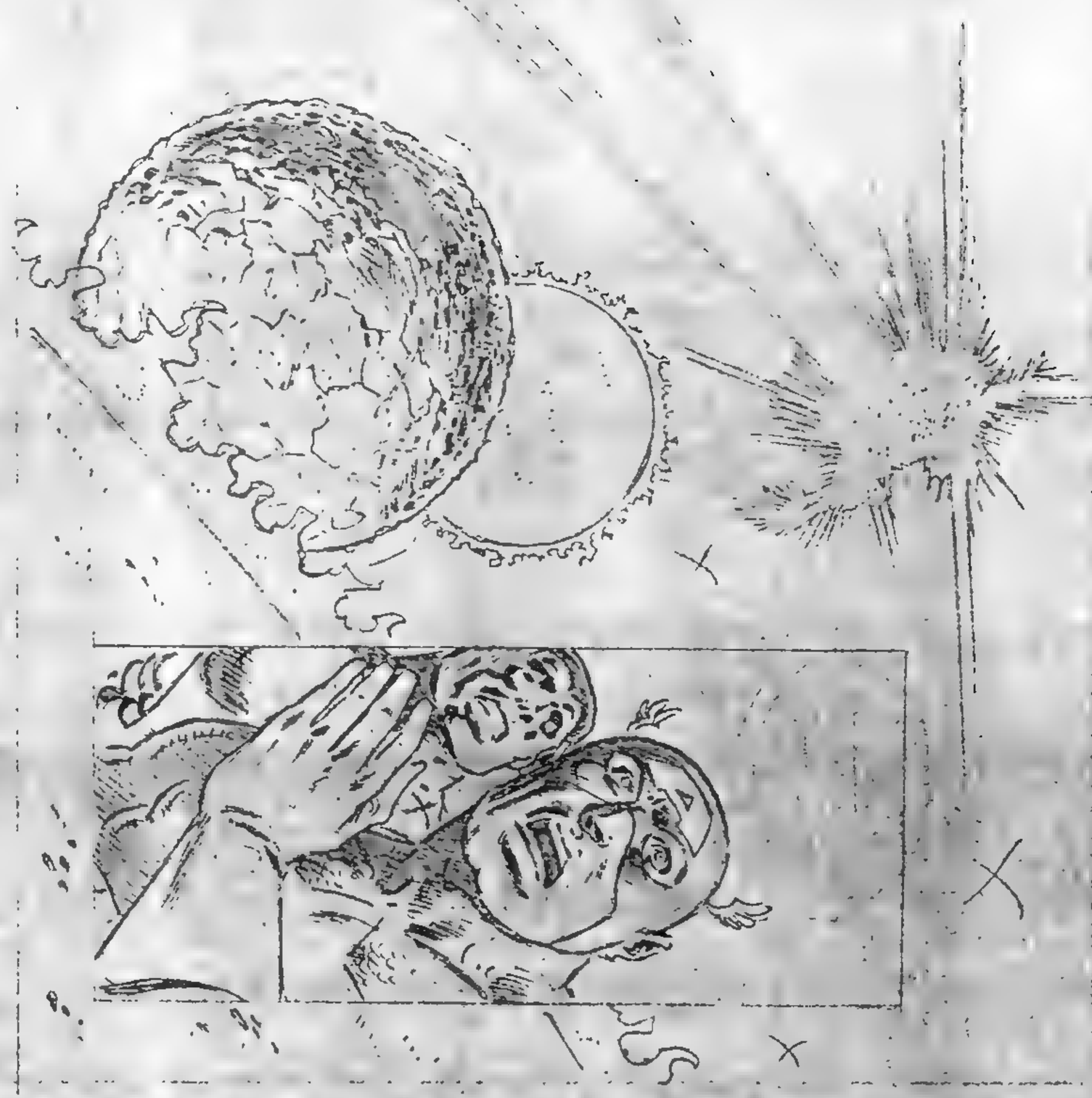






JOHN - YOU MIGHT INDICATE ATMOSPHERE AROUND THE PLANET





LOTTSA POWER!!
[illegible] TAKES OFF BEFORE BUBBLE OPENING CLOSES

MAKES IT

BEYONDER WARNS THEM

DOOM HOLDS UP

GALACTUS GETS TRASHED

SPITS THEM OUT

AND CLOSES

HERC: UNHORSED DOWN

CAN'T SEE VILLAINS ANYWHERE

WASP SEES ONE RIGHT THERE

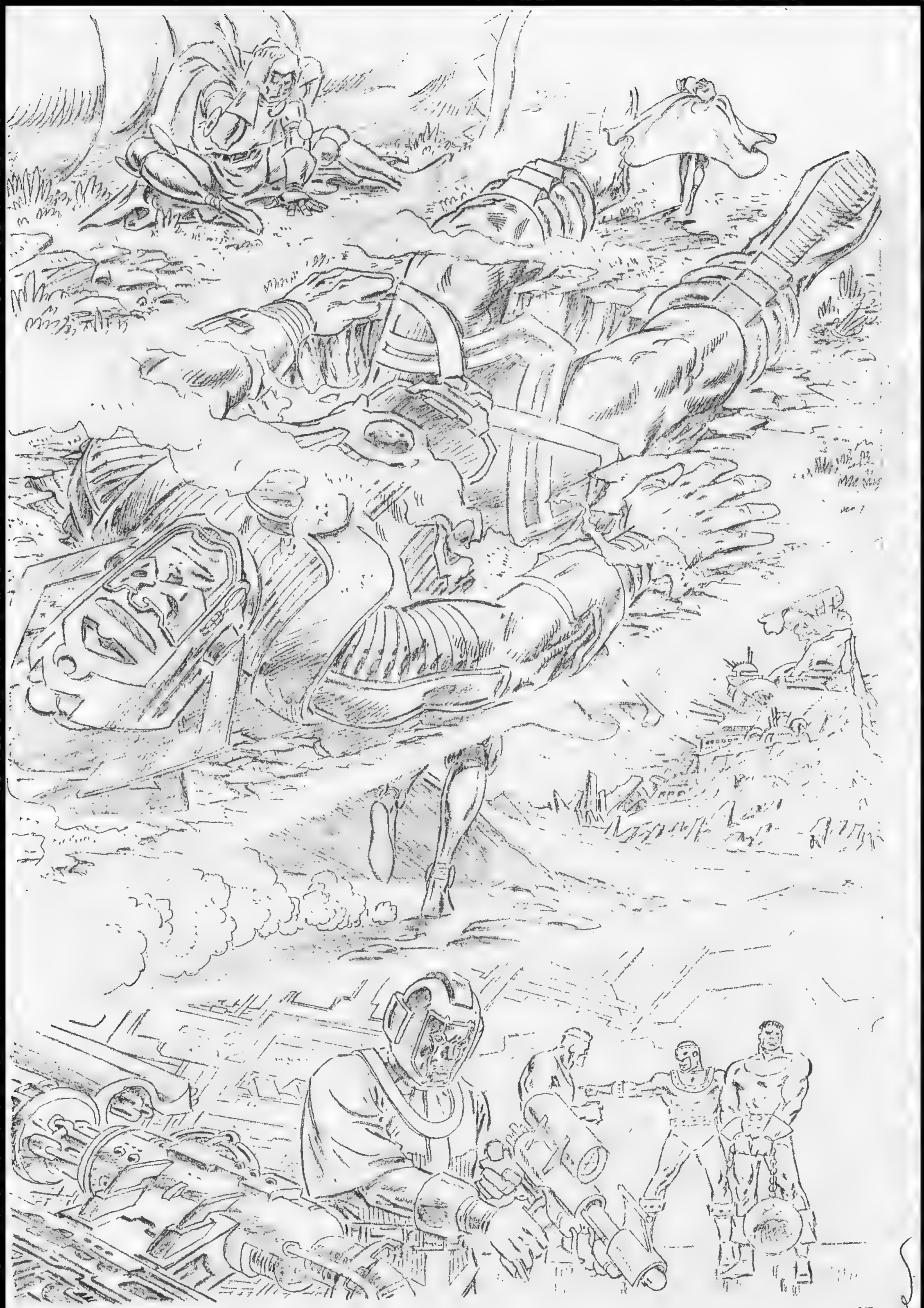
X-MEN DEFEND HIM

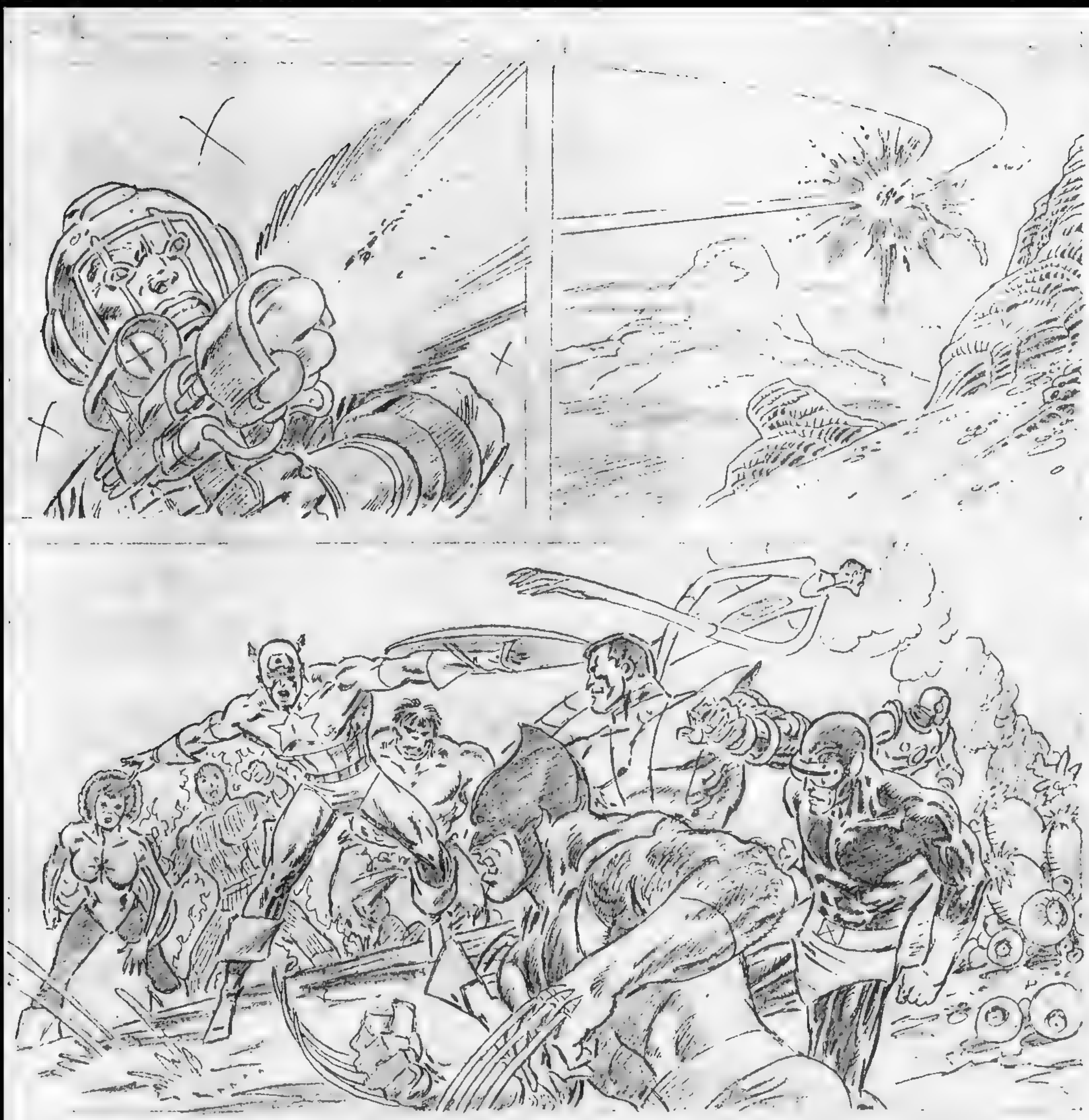
HANK THINKS MUTANTS STICK TOGETHER

HOT HEAD TORCH TAKES MATTERS INTO HIS OWN HANDS

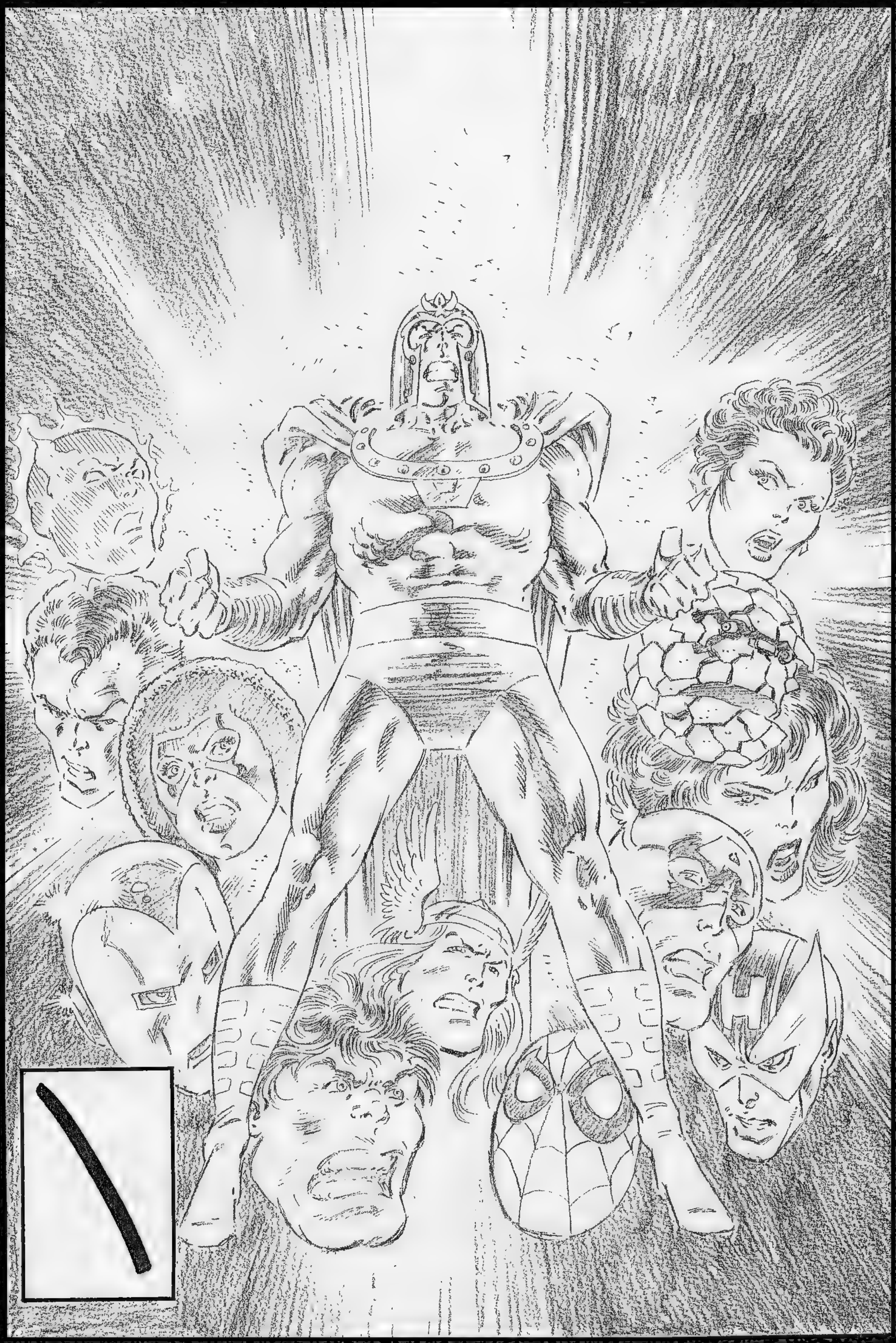
SO DOES MAGNETO

HEROES ARE DIVIDED





Secret Wars #2 Cover Pencils by Mike Zeck



Secret Wars #4 Unused Cover Art by Bob Layton

"While I was fill-in penciling the *Secret Wars* series, [Jim Shooter] described the particular cover scene that he wanted long before I had drawn any of the interior pages. As it turned out, I didn't fully comprehend how tiny he wanted the main figures to be on the final illustration."

"Needless to say, although he said he was pleased with the general composition, he insisted that I redraw the cover. He also requested that I change the positioning of the Hulk figure, citing that it was too similar to the famous Steranko Hulk Annual cover—which, in hindsight, is true."

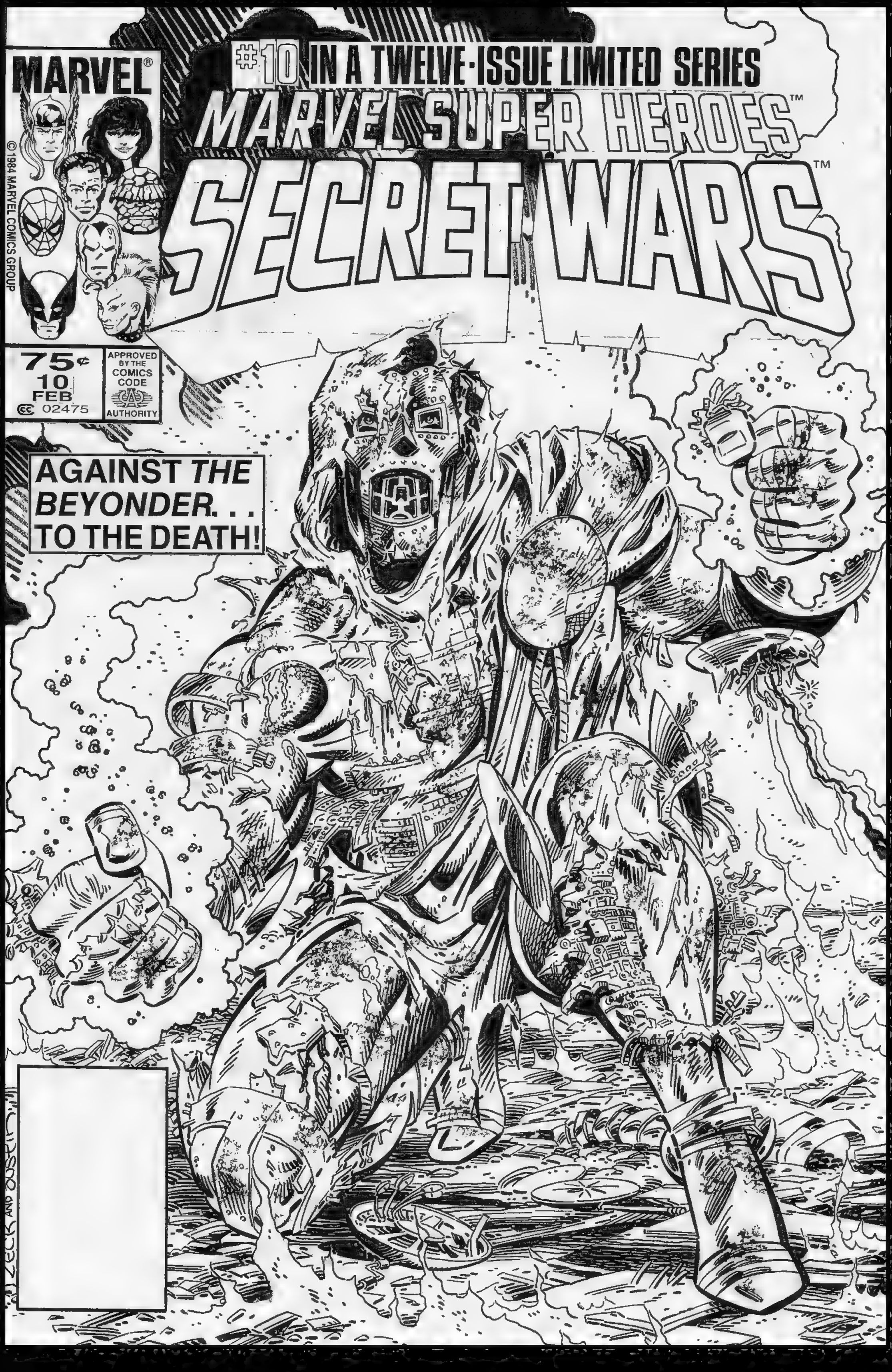
—Bob Layton

Secret Wars #6 Unused Cover Art by Mike Zeck and John Beatty

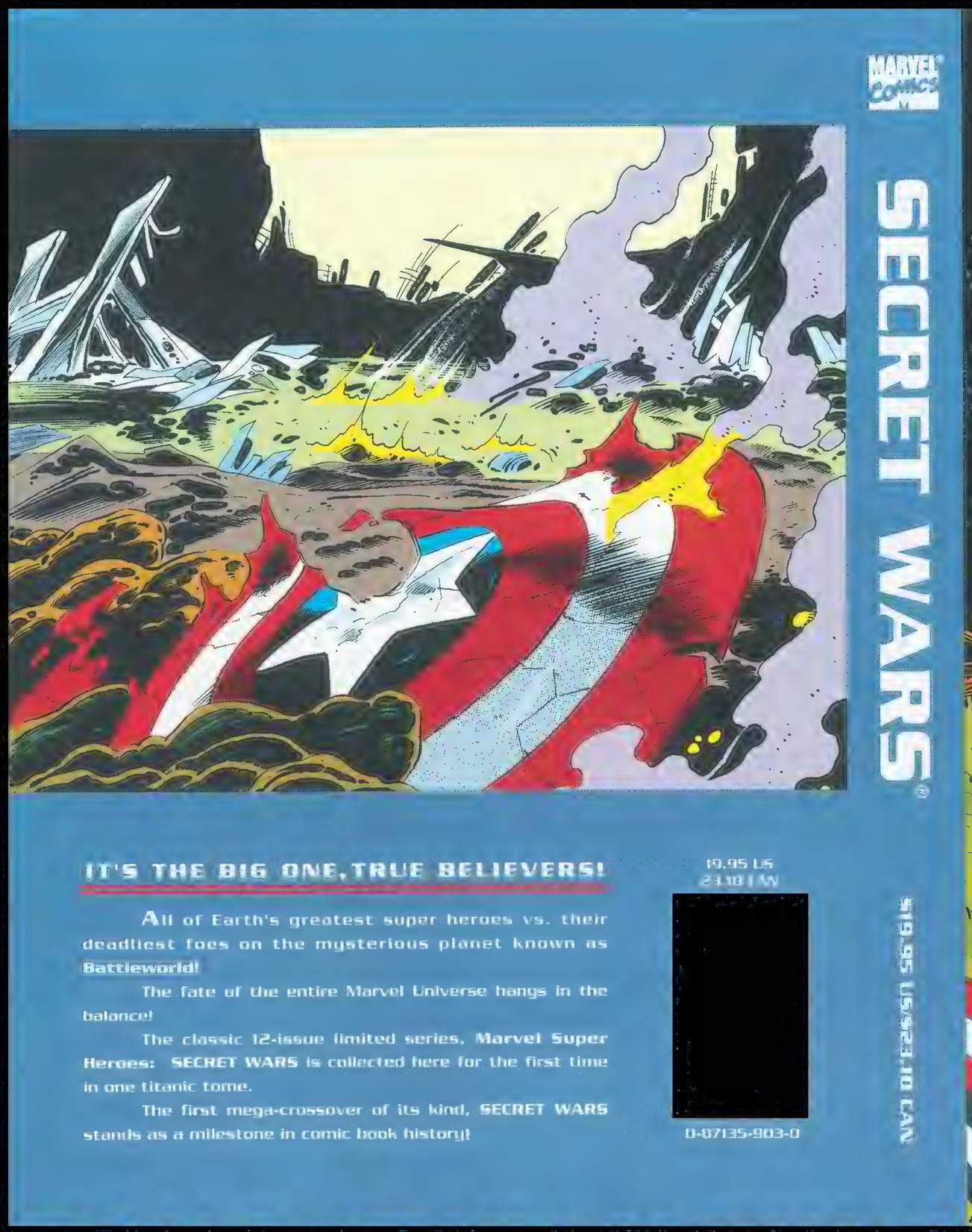
Secret Wars #7 Unused Cover Art by Mike Zeck and John Beatty

Secret Wars #8, page 7 Original Pencils by Mike Zeck

Secret Wars #10 Original Cover Art by Mike Zeck and John Beatty.
Note the additional line work in Doctor Doom that was removed in the coloring.



Secret Wars TPB (1992) Cover by Mike Zeck



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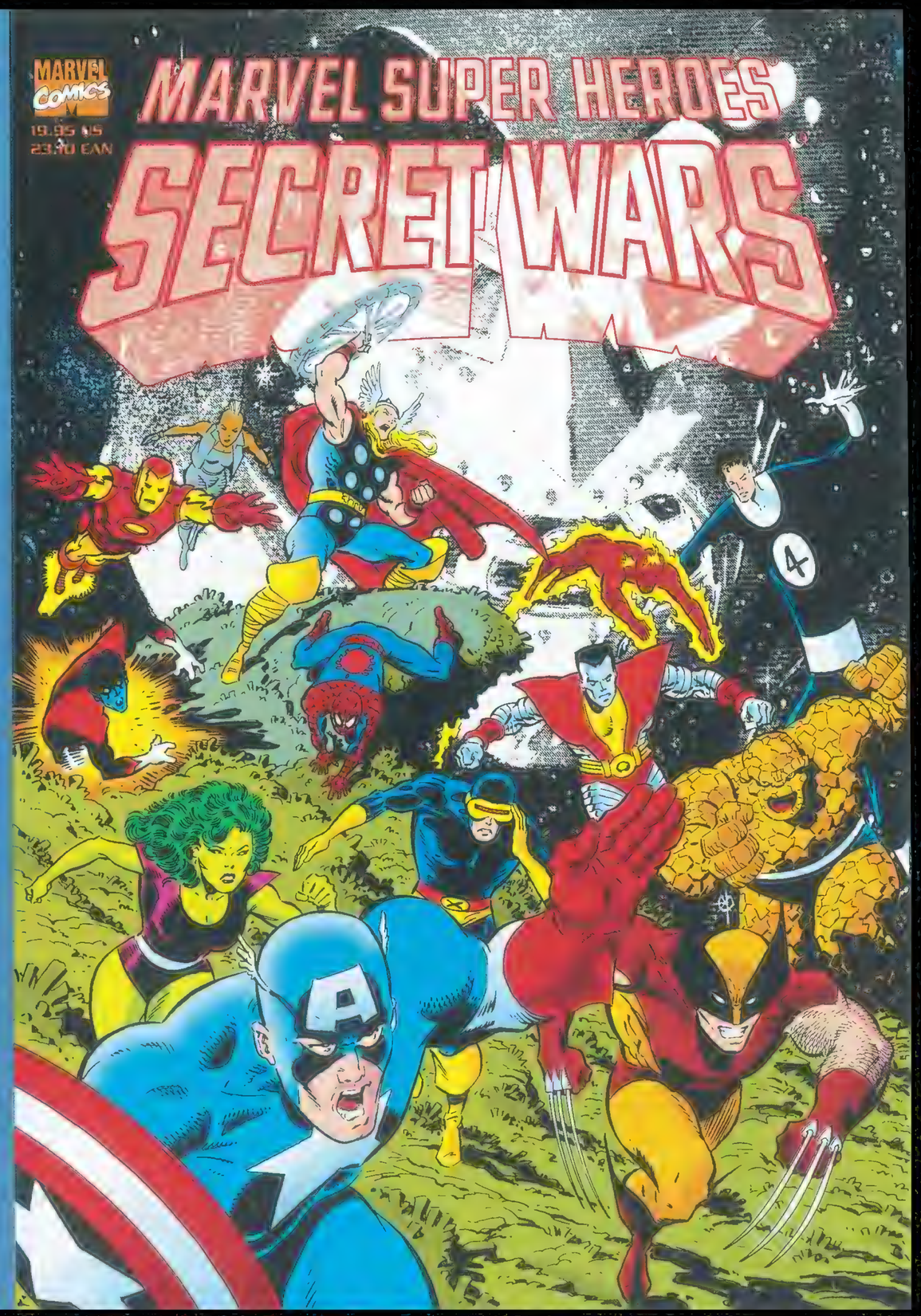
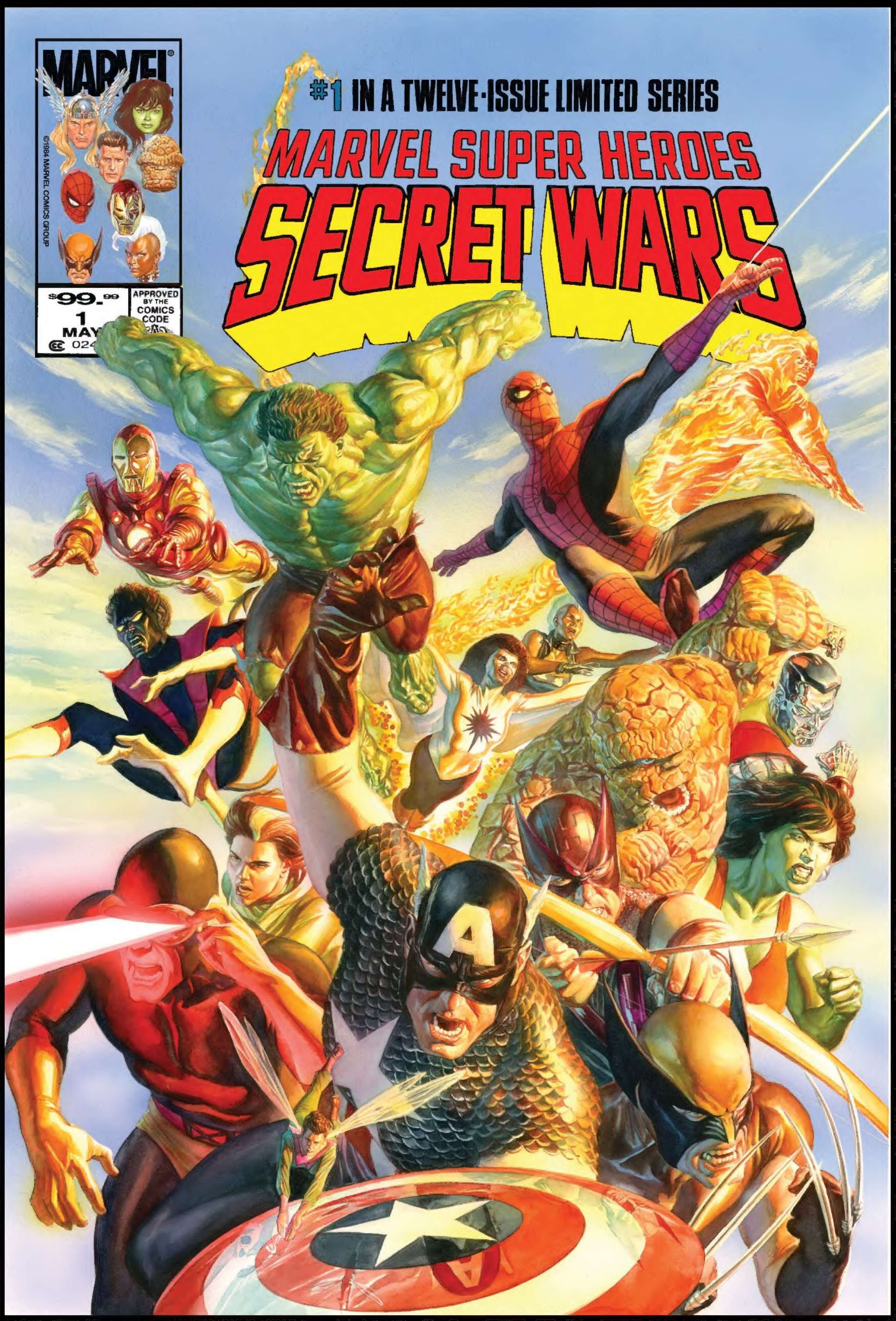


Secret Wars TPB (3rd Printing, 2000) Cover by Salvador Larroca

Secret Wars TPB (2nd Edition, 2005) Cover by Mike Zeck

Secret Wars Omnibus Variant Cover by Alex Ross



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